

**20 August 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: Proceedings of the 14th (Fourteenth) Annual General Meeting held on Friday, 20 August 2021**Ref: Regulations 30 and 44 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

- i) The 14th Annual General Meeting (“AGM”) of Aditya Birla Capital Limited (“the Company”) was held today, i.e. Friday, 20 August 2021 at 11.00 A.M., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in compliance with the applicable Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- ii) The following items of business as laid down in the Notice of the AGM dated 20 July 2021, were transacted at the AGM.

Item No.	Ordinary Business	Resolution required (Ordinary/ Special)
1	To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 and the Reports of the Board of Directors’ and Auditors thereon.	Ordinary
2	To re-appoint Mr. Sushil Agarwal (DIN: 00060017) who retires by rotation and being eligible offers himself for re-appointment	Ordinary
3	To appoint B S R & Co. LLP, Chartered Accountants as the Statutory Auditors (Firm Registration No.101248W/W-100022) for a term of 3 (Three) consecutive years till the conclusion of the 17 th AGM	Ordinary
Special Business		
4	To appoint Mr. Romesh Sobti (DIN: 00031034) as a Non-Executive (Nominee) Director	Ordinary
5	To re-appoint Mrs. Vijayalakshmi Iyer (DIN:05242960) as an Independent Director, for a second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027	Special
6	To re-appoint Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director, for a second term of 5 (Five) consecutive years from 26 June 2022 to 25 June 2027	Special



7	To re-appoint Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as an Independent Director, for a second term of 5 (Five) consecutive years from 26 June 2022 to 25 June 2027 and shall exceed 75 years of age during his second term	Special
8	To re-appoint Mr. Subhash Chandra Bhargava (DIN: 00020021) who has exceeded 75 years of age, as an Independent Director for a second term of 3 (Three) consecutive years from 1 September 2021 to 31 August 2024	Special

- iii) 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 Members of the Company were provided the facility of remote e-voting. The remote e-voting period commenced at 9:00 a.m. (IST) on Tuesday, 17 August 2021 and ended at 5:00 p.m. (IST) on Thursday, 19 August 2021. Further, the facility to vote on resolutions through e-voting system at the AGM (Insta Poll) was made available to the Members who participated at the AGM and had not cast their votes through remote e-voting.
- iv) Mr. B. Narasimhan (FCS No.:1303/ COP No.:10440), Proprietor, M/s. BN & Associates, Practicing Company Secretaries was appointed as the Scrutinizer to scrutinize the voting process for the AGM. The Scrutinizer's Report dated 20 August 2021 is attached as **Annexure 1**.
- v) 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 at the AGM are attached as **Annexure 2**.
- vi) The results of voting shall also be uploaded on the website of the Company and KFin Technologies Private Limited (KFin), the Registrar and Transfer Agents of the Company.
- vii) All resolutions as set out in the Notice of the AGM were duly approved by the Members with requisite majority.
- viii) The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015, of the Directors appointed /re-appointed at the AGM and that of B S R & Co. LLP, Chartered Accountants, Statutory Auditors appointed at the AGM are given in **Annexure 3**.

The above is for your information and records.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**

Amber Gupta
Company Secretary

Cc:



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 Ltd.

One World 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

Combined Scrutinizer's Report

To,

The Chairman

Registered Office:

Aditya Birla Capital Limited
Indian Rayon Compound,
Veraval 362 266

Corporate Office:

One World Centre, Tower-1, 18th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400013

Sub: Passing of Resolution(s) through remote e-voting and voting electronically at the 14th Annual General Meeting (AGM) of Aditya Birla Capital Limited held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) on Friday, 20th August 2021 at 11.00 A.M. 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 General Circulars No. 20/2020 dated 5th May, 2020, read with circulars dated 8th April, 2020 14th April, 2020 and 13th January 2021, issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated 12th May, 2020 read with circular dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "RELEVANT CIRCULARS".

The Board of Directors of Aditya Birla Capital Limited (*hereinafter referred to as the "Company"*) at its meeting held on 14th May 2021 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the 14th Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) as amended by the "RELEVANT CIRCULARS" issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted. **The RELEVANT CIRCULARS provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.** I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the RELEVANT CIRCULARS .

As mentioned in the Notice the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at Indian Rayon Compound, Veraval 362 266, Gujarat, which shall be the deemed venue of the AGM.




Report on Scrutiny:

- The Company had appointed KFin Technologies Private Limited ('KFIN') as the **Service Provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- KFIN are also the Registrar and Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted in the 14th AGM of the Company, which was held on Friday 20th August, 2021.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.kfintech.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider and also on the websites of Stock Exchanges viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- 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.
- 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 KFIN the Service Provider .
- As provided in the **RELEVANT CIRCULARS**, the Company had advertised in the newspapers, asking members who have not registered their email ids with the Company or KFIN or with the respective Depository Participant viz. National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") to do so and to the extent, details were provided by the shareholders, they were considered for sending the Notice of the AGM and Annual Report 2020-21.
- The Service Provider had sent the Notice of the AGM along with Annual Report 2020-21 and E-voting details by email to 4,24,215 members, whose email ids were made available by the Depositories or were registered with the Company / KFIN. For those Members whose email ids were not available / registered, the Notice of the AGM along with Annual Report 2020-21 could not be sent. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **RELEVANT CIRCULARS**.
- The Company completed the dispatch of Notice of AGM and Annual Report 2020-21 by email to the Members by 28th July, 2021.
- 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 Friday, **13th August 2021**.



- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Tuesday, 17th August, 2021 at 9.00 A.M. to Thursday, 19th August 2021 till 5:00 P.M.**
- As prescribed in clause (IV) of the Circular dated 5th May, 2020 issued by MCA, which is forming part of the RELEVANT CIRCULARS, the Company had released an advertisement prior to sending Notice of AGM to the Members which was published in English in 'Business Standard' newspaper having country-wide circulation dated 23rd July, 2021, and in Gujarati in 'Sandesh' Newspaper, Rajkot edition dated 23rd July, 2021. The Notice of AGM contained the required information as provided under clause IV (a) to (f) of the said circular.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also released an advertisement, which was published 21 days before the date of the AGM in English in 'Business Standard' newspaper having country-wide circulation dated 29th July, 2021, and in Gujarati in 'Sandesh' newspaper dated 29th July, 2021. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the e-voting period on 19th August 2021 at 5.00 P.M., the voting portal of the service provider was blocked forthwith.
- KFIN provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the 14th AGM of the Company held through VC / OAVM, on Friday, 20th August, 2021, after considering all the items of business, the facility to vote electronically through Instapoll was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to cast their votes. On 20th August 2021, after tabulating the votes cast electronically by the system provided by KFIN, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. R Mahesh and Ms. Saroj Narasimhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- Thereafter, I as scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows :

~The results of the Remote E-voting together with that of the voting conducted at the AGM by way of Electronic means are as under:




Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	747	15	762
Total number of Shares held by them	202,58,68,175	7,42,670	202,66,10,845
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / less voted	Various as mentioned under each of the Resolution		

Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. The votes are considered invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut off date.

ORDINARY BUSINESS

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

Adoption of the Audited Financial Statements (Consolidated and Standalone) for the Financial Year ended 31st March 2021 and the Reports of the Board of Directors' and Auditors thereon

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	202,55,05,167	99.988	2,48,090	0.012	8,57,588

Item No. 1 of Notice stands passed with the requisite majority.

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

Appointment of a Director in place of Mr. Sushil Agarwal (DIN 00060017) who retires from office by rotation and being eligible offers himself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	202,18,57,269	99.778	44,98,786	0.222	2,54,790



Item No. 2 of Notice stands passed with the requisite majority.

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

Appointment of B S R & Co. LLP, Chartered Accountants as the Statutory Auditors for a period of 3 years i.e. from the conclusion of 14th Annual General Meeting until the conclusion of 17th Annual General Meeting

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	202,61,70,983	99.991	1,86,119	0.009	2,53,743

Item No. 3 of Notice stands passed with the requisite majority

SPECIAL BUSINESS

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

Appointment of Mr. Romesh Sobti (DIN 00031034) as a Non Executive (Nominee) Director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	202,63,05,787	99.998	50,236	0.002	2,54,822

Item No. 4 of Notice stands passed with the requisite majority.

V) Item No. 5 of the Notice (As a Special Resolution)

Re-appointment of Mrs. Vijayalakshmi Iyer (DIN 05242960) as an Independent Director for a second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	Nos.
Total votes through Remote e-voting and voting by electronic means at the meeting	202,15,,57,972	99.763	47,98,137	0.237	2,54,736

Item No. 5 of Notice stands passed with the requisite majority



VI) Item No. 6 of the Notice (As a Special Resolution):

Re-appointment of Mr. Arun Kumar Adhikari (DIN 00591057) as an Independent Director for a second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	
Total votes through Remote e-voting and voting by electronic means at the meeting	202,42,59,125	99.897	20,96,913	0.103	2,54,807

Item No. 6 of Notice stands passed with the requisite majority.

VII) Item No. 7 of the Notice (As a Special Resolution):

Re-appointment of Mr. Puranam Hayagreeva Ravikumar (DIN 00280010) as an Independent Director for a second term of 5 (Five) consecutive years from 26 June 2022 to 25 June 2027 who shall exceed 75 years of age during his second term

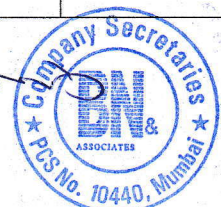
Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	
Total votes through Remote e-voting and voting by electronic means at the meeting	201,85,82,828	99.616	77,72,730	0.384	2,55,287

Item No. 7 of Notice stands passed with the requisite majority.

VIII) Item No. 8 of the Notice (As a Special Resolution):

Re-appointment of Mr. Subhash Chandra Bhargava (DIN 00020021), who has exceeded 75 years of age, as an Independent Director, for a second term of 3 (Three) consecutive years from 1 September 2021 to 31 August 2024

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Less voted
	Nos.	%	Nos.	%	
Total votes through Remote e-voting and voting by electronic means at the meeting	202,62,84,688	99.997	70,753	0.003	2,55,404



Item No. 8 of Notice stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice dated 20th July, 2021 as per the details above stands passed under Remote E-voting and voting conducted at AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to remote e-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Proprietor)

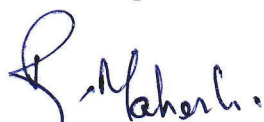
(FCS no 1303 COP no 10440)



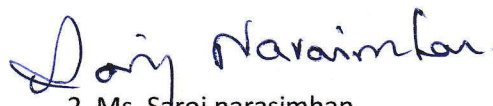
Place: Mumbai

Date: August 20, 2021

The following were the witnesses to the unblocking the votes cast through remote e-voting



1. R. Mahesh



2. Ms. Saroj narasimhan

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

Place: Mumbai

Date: August 20, 2021

Signed by Mr. Amber Gupta
Company Secretary (Authorised by Board)

Annexure 2

	ADITYA BIRLA CAPITAL LIMITED
Date of the AGM/EGM	20-08-2021
Total number of shareholders on record date	532604
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	3
Public:	95

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 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	E-Voting	1,70,75,18,195	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,75,77,665	93.7185	27,73,77,934	1,99,731	99.9280	0.0719
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,75,77,665	93.7185	27,73,77,934	1,99,731	99.9280	0.0720
Public- Non Institutions	E-Voting	41,21,72,888	7,36,33,141	16.5175	7,35,84,810	48,331	99.9343	0.0656
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,75,811	16.6841	7,43,27,452	48,359	99.9350	0.0650
Total		2,41,58,73,548	2,02,57,53,257	83.8518	2,02,55,05,167	2,48,090	99.9878	0.0122

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Mr. Sushil Agarwal (DIN 00060017) who retires by rotation and being eligible offers himself for re-appointment							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,37,36,946	44,44,576	98.4022	1.5977
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,81,81,522	93.9223	27,37,36,946	44,44,576	98.4023	1.5977
Public- Non Institutions	E-Voting	41,21,72,888	7,36,32,082	16.5172	7,35,77,900	54,182	99.9264	0.0735
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,752	16.6838	7,43,20,542	54,210	99.9271	0.0729
Total	2,41,58,73,548	2,02,63,56,055	83.8767	2,02,18,57,269	44,98,786	99.7780	0.2220	

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint B S R Co. LLP, Chartered Accountants as the Statutory Auditors for a term of 3 (Three) consecutive years till the conclusion of the 17th Annual General Meeting.							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,80,44,642	1,36,880	99.9507	0.0492
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,81,81,522	93.9223	27,80,44,642	1,36,880	99.9508	0.0492
Public- Non Institutions	E-Voting	41,21,72,888	7,36,33,129	16.5175	7,35,83,918	49,211	99.9331	0.0668
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,75,799	16.6841	7,43,26,560	49,239	99.9338	0.0662
Total	2,41,58,73,548	2,02,63,57,102	83.8768	2,02,61,70,983	1,86,119	99.9908	0.0092	

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Romesh Sobti (DIN 00031034) as a Non-Executive (Nominee) 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	E-Voting	1,70,75,18,195	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,81,81,522	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		27,81,81,522	93.9223	27,81,81,522	0	100.0000	0.0000
Public- Non Institutions	E-Voting	41,21,72,888	7,36,32,050	16.5172	7,35,81,842	50,208	99.9318	0.0681
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,720	16.6838	7,43,24,484	50,236	99.9325	0.0675
Total		2,41,58,73,548	2,02,63,56,023	83.8767	2,02,63,05,787	50,236	99.9975	0.0025

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mrs. Vijayalakshmi Iyer (DIN05242960) as an Independent Director, for a second term of 5 (five) consecutive years, from 26th June 2022 to 25th June 2027.							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,34,44,262	47,37,260	98.2970	1.7029
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,81,81,522	93.9223	27,34,44,262	47,37,260	98.2971	1.7029
Public- Non Institutions	E-Voting	41,21,72,888	7,36,32,136	16.5173	7,35,71,287	60,849	99.9173	0.0826
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,806	16.6839	7,43,13,929	60,877	99.9181	0.0819
Total		2,41,58,73,548	2,02,63,56,109	83.8767	2,02,15,57,972	47,98,137	99.7632	0.2368

Resolution No.	6							
Resolution required: (Ordinary/Special)	SPECIAL - To re-appoint Mr. Arun Kumar Adhikari (DIN 00591057) as an Independent Director, for a second term of 5 (Five) consecutive years, from 26th June 2022 to 25th June 2027.							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,61,45,323	20,36,199	99.2680	0.7319
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,81,81,522	93.9223	27,61,45,323	20,36,199	99.2680	0.7320
Public- Non Institutions	E-Voting	41,21,72,888	7,36,32,065	16.5172	7,35,71,379	60,686	99.9175	0.0824
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,735	16.6838	7,43,14,021	60,714	99.9184	0.0816
Total	2,41,58,73,548	2,02,63,56,038	83.8767	2,02,42,59,125	20,96,913	99.8965	0.1035	

Resolution No.	7							
Resolution required: (Ordinary/Special)	SPECIAL - To re-appoint Mr. Puranam Hayagreeva Ravikumar (DIN 00280010) as an Independent Director, who shall exceed 75 years of age, for a second term of 5 (Five) consecutive years, from 26th June 2022 to 25th June 2027.							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,06,23,514	75,58,008	97.2830	2.7169
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27,81,81,522	93.9223	27,06,23,514	75,58,008	97.2831	2.7169
Public- Non Institutions	E-Voting	41,21,72,888	7,36,31,585	16.5171	7,34,16,891	2,14,694	99.7084	0.2915
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,255	16.6837	7,41,59,533	2,14,722	99.7113	0.2887
Total	2,41,58,73,548	2,02,63,55,558	83.8767	2,01,85,82,828	77,72,730	99.6164	0.3836	

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. Subhash Chandra Bhargava (DIN 00020021) who has exceeded 75 years of age, as an Independent Director for a second term of 3 (Three) consecutive years from 1st September 2021 to 31st August 2024							
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	1,67,37,99,781	99.9939	1,67,37,99,781	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		1,67,37,99,781	99.9939	1,67,37,99,781	0	100.0000	0.0000
Public- Institutions	E-Voting	29,61,82,465	27,81,81,522	93.9223	27,81,81,522	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		27,81,81,522	93.9223	27,81,81,522	0	100.0000	0.0000
Public- Non Institutions	E-Voting	41,21,72,888	7,36,31,468	16.5171	7,35,60,743	70,725	99.9039	0.0960
	Poll		7,42,670	0.1666	7,42,642	28	99.9962	0.0037
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,43,74,138	16.6837	7,43,03,385	70,753	99.9049	0.0951
Total	2,41,58,73,548	2,02,63,55,441	83.8767	2,02,62,84,688	70,753	99.9965	0.0035	

**Annexure-3**Appointment / Re-Appointment of Directors: Mr. Romesh Sobti, Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari, Mr. Puranam Hayagreeva Ravikumar and Mr. Subhash Chandra Bhargava

Sr. No.	Details of Events that need to be provided	Information of such event(s)		
a)	Reason for change viz. appointment, resignation, removal, death or otherwise	<p>At the 14th Annual General Meeting held on 20 August 2021, the Members of the Company have:</p> <ol style="list-style-type: none"> 1) Appointed Mr. Romesh Sobti (DIN: 00031034) as a Non-Executive (Nominee) Director; 2) Re-appointed Mrs. Vijayalakshmi Iyer (DIN:05242960) as an Independent Director, for a second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027; 3) Re-appointed Mr. Arun Kumar Adhikari (DIN: 00591057) as an Independent Director, for a second term of 5 (Five) consecutive years from 26 June 2022 to 25 June 2027; 4) Re-appointed Mr. Puranam Hayagreeva Ravikumar (DIN: 00280010) as an Independent Director, for a second term of 5 (Five) consecutive years from 26 June 2022 to 25 June 2027 and shall exceed 75 years of age during his second term; 5) Re-appointed Mr. Subhash Chandra Bhargava (DIN: 00020021) who has exceeded 75 years of age, as an Independent Director for a second term of 3 (Three) consecutive years from 1 September 2021 to 31 August 2024 		
b)	date of appointment/cessation (as applicable) & term of appointment;	<u>Name</u>	<u>Appointment/ Re-appointment</u>	<u>Term</u>
		Mr. Romesh Sobti	Appointed as a Non-Executive (Nominee) Director;	Liable to retire by rotation
		Mrs. Vijayalakshmi Iyer	Re-appointed as an Independent Director	Second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027;
		Mr. Arun Kumar Adhikari	Re-appointed as an Independent Director	Second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027;



		Mr. Puranam Hayagreeva Ravikumar	Re-appointed as an Independent Director	Second term of 5 (five) consecutive years from 26 June 2022 to 25 June 2027;
		Mr. Subhash Chandra Bhargava	Re-appointed as an Independent Director	Second term of 3 (Three) consecutive years from 1 September 2021 to 31 August 2024
c)	brief profile (in case of appointment);	As per Annexure 3(i)		
d)	disclosure of relationships between directors (in case of appointment of a director);	Mr. Romesh Sobti, Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari, Mr. Puranam Hayagreeva Ravikumar and Mr. Subhash Chandra Bhargava are not related inter-se to each other or to any other Director of the Company.		
e)	Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/2018-19 and the National Stock Exchange of India Ltd with ref. no. NSE/CML/2018/24, dated 20th June, 2018.	Mr. Romesh Sobti, Mrs. Vijayalakshmi Iyer, Mr. Arun Kumar Adhikari, Mr. Puranam Hayagreeva Ravikumar and Mr. Subhash Chandra Bhargava are not debarred from holding the office of director on account of any order of SEBI or any other such authority.		

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**Annexure 3 (i)****Brief Profile of Directors:**

Mr. Romesh Sobti	Mrs. Vijayalakshmi Iyer	Mr. Arun Kumar Adhikari
<p>Mr. Romesh Sobti is former Managing Director & CEO of IndusInd Bank Ltd (till 23rd March 2020). He is a career banker with 46 years of experience in all 3 sectors of banking - public, foreign and private. Mr. Sobti was the Executive Vice President – Country Executive, India and Head, UAE and Sub-Continent, at ABN AMRO Bank N.V. He joined ABN AMRO Bank N.V. in November 1990 and over a 17 years period, was CEO for 12 years. In his banking career, Mr. Sobti has also been associated with ANZ Grindlays Bank plc (now Standard Chartered Bank) and State Bank of India in the past.</p> <p><u>Qualifications:</u> B.E. (Hons.) in Electrical Engineering; and Diploma in Corporate Laws and Secretarial Practice</p>	<p>Mrs. Vijayalakshmi Iyer has nearly four decades of experience in the banking and finance sector in India. She has served as the Chairperson for a number of Boards and Committees in the financial sector in India including the Banking and Financial Institute Committee of the Federation of Indian Chambers of Commerce and Industry.</p> <p>She retired as the Chairperson and Managing Director of Bank of India in May 2015 where she played an instrumental role in structuring it as an umbrella institution offering all kinds of banking and financial services. Under her leadership, Bank of India received the ‘Best PSU Bank’ award for overall growth in performance from Dun & Bradstreet and was recognised as the ‘Second Most Trusted Brand among the PSU Banks’ by the Economic Times. She also served as member (finance & investment) at IRDAI from 2015 to 2017 where she played a significant role in the introduction and amendment of various regulations related to, <i>inter alia</i>, finance and accounts, corporate governance, mergers and acquisition, registration of new insurance companies and exposure of management. In her role as member (finance & investment) at IRDAI, her contributions in the field of redefining the regulations and issues related to the Financial Stability Board, the Financial Stability Development Council, the RBI, SEBI and other national and international agencies were significant.</p> <p><u>Qualifications:</u> M. Com, CAIIB</p>	<p>Mr. Arun Kumar Adhikari joined Hindustan Lever Limited as a Management Trainee in 1977 and worked with the Unilever Group in India, UK, Japan and Singapore. His areas of responsibility included sales and marketing, culminating in general management roles including as Managing Director, Hindustan Unilever Ltd and Chairman, Unilever Japan KK. He retired from Unilever in January 2014 following which he was a Senior Advisor with McKinsey for four years.</p> <p><u>Qualifications:</u></p> <p>B.Tech (Chemical Engineer -IIT Kanpur), M.B.A. (IIM Kolkata)</p>

**Brief Profile of Directors:**

Mr. Puranam Hayagreeva Ravikumar	Mr. Subhash Chandra Bhargava
<p>Mr. Puranam Hayagreeva Ravikumar has over 48 years of professional experience in the banking and financial services sector including 22 years of service at Bank of India and 12 years at ICICI Bank. He was a critical part of the founding team at ICICI Bank. He was the founding Managing Director and Chief Executive Officer of NCDEX for five years and also the founding Managing Director and Chief Executive Officer of Invent Assets Securitisation and Reconstruction Pvt. Limited, an Asset Reconstruction Company, for four years. He was the Chairperson of Bharat Financial Inclusion Limited (formerly known as SKS Microfinance Limited) for the past seven years till the date of its merger with IndusInd Bank Ltd (effective from 04th July 2019). He is a co-founder and was a Director of Vastu Housing Finance Corporation Limited, a home finance Company, which focuses on affordable housing for the middle and the low income groups. He was the Chairperson of its Board of Directors for about 3 and a half years till July 2017.</p> <p>Qualifications: B.Com, Associate of Chartered Institute of Bankers, London, Associate of Indian Institute of Bankers, Senior Diploma in French, 'Honorary Fellow' of the Chartered Institute for Securities & Investment, UK</p>	<p>Mr. Subhash Chandra Bhargava has worked in the banking and finance sector. He retired from the Life Insurance Corporation of India as Executive Director (Investment) in 2005 where he worked in a diverse number of fields including corporate finance, dealing in equity, debt and Government securities and project finance. In 2004, he was nominated to the Technical Advisory Committee on Monetary Policy of the RBI and was associated with the same till 2005. Post retirement from the Life Insurance Corporation of India, he worked at the Bank of Rajasthan in the capacity of an advisor in treasury management from 2005 to 2010. He has been on the Boards of large financial sector Companies such as UTI Asset Management Co. Limited, Bank of Maharashtra and Escorts Limited. He acted as an Investment advisor to MetLife Insurance Co. Limited from 2008-10. He has also served on the Board of Directors of UTI Retirement solution Limited, Mahindra Trucks and Buses Limited and Mahindra Two Wheelers Limited, etc. He is presently the Chairman of A. K. Capital Services Limited and OTC Exchange of India</p> <p>Qualifications: B. Com., FCA</p>

**APPOINTMENT OF B S R & CO. LLP, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS**

Sr. No.	Details of Events that need to be provided	Information of such event(s)
a)	Reason for change viz. appointment, resignation, removal, death or otherwise and	The Members of the Company at the AGM held today i.e. 20 August 2021 appointed B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) ("B S R & Co"), as the Statutory Auditors of the Company, for a term of 3 (three) consecutive years from the conclusion of 14 th (Fourteenth) Annual General Meeting till the conclusion of the 17 th (Seventeenth) Annual General Meeting.
b)	Date of appointment and term of Appointment/ cessation (as applicable)	
b)	Brief Profile of B S R & Co. LLP, Chartered Accountants	B S R & Co. LLP ("the Firm") was constituted on 27 th March 1990 having firm registration no. 101248W. It was converted into Limited Liability Partnership i.e. B S R & Co. LLP on October 14th 2013, thereby having a new Firm Registration No. 101248W/W100022. The registered office of the Firm is 14 th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063. The Firm is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R & Co and B B S R & Co. The firm has offices across India in Ahmedabad, Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Jaipur, Kochi, Kolkata, Mumbai, Noida, Pune, Vadodara, Vijayawada with over 159 Partners and Directors in Audit and over 3,900 professionals. Experienced in Ind AS, Indian GAAP (erstwhile), IFRS and US GAAP