



August 21, 2019

BSE Limited
Scrip Code: **535755**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Proceedings of the Twelfth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on August 21, 2019 ["Twelfth AGM"].

Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"]
2. ISIN: INE647001011

Dear Sir/ Madam,

This is in continuation to our letter dated July 27, 2019 w.r.t. the Twelfth AGM of the Company ["said AGM"].

Kindly note that the Twelfth AGM of the Company was held today at 'Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India'.

Summary of the proceedings of the Twelfth AGM is annexed herewith as 'Annexure – A'. The same is also available on the website of the Company i.e. www.abfrl.com.

The following documents shall be submitted separately:-

- 'Voting results' of the business transacted at the said AGM and
[in terms of Regulation 44(3) of SEBI Listing Regulations]
- 'Scrutinizer's Report'
[in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

Trust you will find the above in order.

Thanking you,
For **Aditya Birla Fashion and Retail Limited**


Geetika Anand

Vice President & Company Secretary



Encl.: a/a



Annexure - A

Summary of proceedings of Twelfth Annual General Meeting [“the Meeting”]

Day and date of the Meeting	Wednesday, August 21, 2019	
Venue	Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028	
Time of the Meeting		
Commenced at	3:00 p.m.	
Concluded at	4:45 p.m.	
Present during the Meeting		
Directors	1) Mr. Arun Thiagarajan	Independent Director & Chairperson of Audit Committee
	2) Mr. Ashish Dikshit	Managing Director
	3) Mr. Bharat Patel	Independent Director & Chairperson of Corporate Social Responsibility Committee
	4) Ms. Sukanya Kripalu	Independent Director & Chairperson of Nomination and Remuneration Committee
	5) Mr. Pranab Barua	Non-Executive Director & Chairperson of Stakeholders Relationship Committee
	6) Mr. Sanjeeb Chaudhuri	Independent Director
	7) Mr. Sushil Agarwal	Non-Executive Director
Key Managerial Personnel	1) Mr. Jagdish Bajaj	Chief Financial Officer
	2) Ms. Geetika Anand	Company Secretary and Compliance Officer
Statutory Auditor	Ms. Poonam Tadarwal	Representative, S R B C & CO LLP
Secretarial Auditor	Mr. Dilip Bharadiya	Proprietor, M/s Dilip Bharadiya & Associates
Members	a) In person	107
	b) Through Proxy	-
	c) As Authorised Representative	1



Annexure - A

Summary of proceedings of Twelfth Annual General Meeting [“the Meeting”]

One-way live webcast	To facilitate wider stakeholder participation, the Company had provided a one-way live webcast facility to all its Members [as on the cut-off date]. The proceedings could be viewed by logging on to www.evotingindia.com . 15 shareholders attended the Meeting through webcast.			
Chairperson of the Meeting	Mr. Ashish Dikshit, Managing Director of the Company.			
Business conducted at the Meeting	The Chairperson made his opening remarks covering Macro Economic Outlook, Sector and the Company Performance, Company’s financial performance during the financial year 2018-19. The Chairperson then invited the Members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and the resolutions proposed. The Chairperson alongwith the Chief Financial Officer and the Company Secretary of the Company responded to all the queries raised by the Members. Thereafter, the following items forming part of the Notice for the said Meeting, were considered by the members :-			
	Item No.	Resolution	Type of Resolution	Method of Voting
	1.	Adoption of Audited Financial Statements	Ordinary	Remote E-voting and
	2.	Appointment of Mr. Pranab Barua, who retires by rotation and being eligible, offers himself of re-appointment		
	3.	Continuation of directorship of Mr. Arun Thiagarajan, Independent Director	Special	E-voting at the Meeting
	4.	Re-appointment of Ms. Sukanya Kripalu as an Independent Director		
	5.	Issuance of Non-Convertible Debentures for an amount of upto Rs. 1,250 Crore, on private placement basis		
	6.	Introduction of the ‘Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2019’		
	7.	Extension of benefits of the Scheme 2019 to the employees of the holding and subsidiary company(ies) of the Company		



Annexure - A

Summary of proceedings of Twelfth Annual General Meeting [“the Meeting”]

	8.	Implementation of Scheme 2019 through trust and consider: (a) Authorising the trust for secondary acquisition of the equity shares of the Company; and (b) Extending financial assistance/ provisioning of money to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2019.		
Voting				
Remote e-voting	<p>In terms of the applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided an e-voting facility to the members [remote e-voting].</p> <p>The Members could cast their votes from any place (<i>other than the venue of the said AGM</i>), electronically, on the various resolutions set out in the Notice of this meeting. The remote e-voting :-</p> <p>a) commenced on: Sunday, August 18, 2019 at 9.00 a.m. b) ended on : Tuesday, August 20, 2019 at 5.00 p.m.</p>			
E-Voting at the Venue	<p>The Company had also arranged for e-voting facility at the venue for those members who had not cast their votes through the remote e-voting.</p> <p>They were provided with an e-vote key and an OTP (one-time password) for secure e-voting through tabs provided by Central Depository Services Limited (CDSL) at the venue.</p>			
Scrutinizer	Mr. Dilip Bharadiya, Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries, was appointed as the Scrutinizer to scrutinize the entire e-voting process.			