

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING**

[Pursuant to Section 108 of the Companies Act, 2013 and 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]

To,

**Mr. Ashish Dikshit**

**Chairman of the Eleventh Annual General Meeting**

**Aditya Birla Fashion and Retail Limited**

701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park,

86-92, Off A. K. Road,

Marol Village, Andheri East,

Mumbai - 400059

**Sub.: Consolidated Scrutinizers Report on remote e-Voting and e-Voting at the Eleventh Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Tuesday, August 28, 2018, from 3.00 p.m. onwards, at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028 ("said AGM").**

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by Aditya Birla Fashion and Retail Limited (hereinafter referred to as "ABFRL"/ "Company"), pursuant to the authority vested by the Board of Directors of the Company at their meeting held on May 11, 2018, for the remote e-voting process and e-voting to be conducted at the said AGM (hereinafter collectively referred to as "e-voting"), pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

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**Notice:** The Notice dated May 11, 2018 alongwith the Statement stating out material facts under Section 102 of the Act, were sent to the Shareholders in respect of the resolutions passed at the said AGM.

The Public Advertisement with respect to despatch of Notices and conducting of voting through electronic means was published in an English newspaper i.e. The Business Standard (Mumbai and other editions) and in Marathi, in Navshakti (Mumbai Edition), on Friday, August 3, 2018.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider for providing e-voting facility for the said AGM.

Accordingly, CDSL had provided the system for recording the votes of the shareholders electronically through e-voting on all the items of the business transacted at the said AGM. CDSL had set up e-voting facility on their website i.e. [www.evotingindia.com](http://www.evotingindia.com). The Company had also uploaded the Notice of the said AGM on its website i.e. [www.abfml.com](http://www.abfml.com) to facilitate the shareholders to cast their votes through remote e-voting. Further, CDSL had also arranged for e-voting at the venue of the AGM and the instructions to use the facility for voting were explained in detail in the Notice of the said AGM.

Link Intime India Private Limited is the Registrar and Transfer Agent for the Company ("RTA").

The Company had fixed July 6, 2018, as the cut-off date for the purpose of despatch of Notice of the said AGM. Accordingly, the Company had, on July 21, 2018, sent the Notice of the said AGM, via e-mail, to 82,059 shareholders, whose email IDs were registered with the Company/RTA. Thereafter, based on the bounced back cases, the dispatch of physical copies of the Notice to 82,377 shareholders (including 2,328 number of bounced back cases) was completed by August 2, 2018.

The shareholders of the company holding shares as on the cut-off date i.e. August 21, 2018, were entitled to vote on the resolutions as set out in the Item no. 1 to 6 of the Notice of the said AGM.

The remote e-voting platform was open from Saturday, August 25, 2018 (9.00 a.m. IST) to Monday, August 27, 2018 (5.00 p.m. IST) (both days inclusive) and members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-voting platform provided by CDSL.

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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 said AGM, the Scrutinizer shall, after closure of period of remote e-voting and before the start of the said AGM, have access to details such as Name of the Shareholder, DP Id/Client Id, Folios and shareholding, relating to the members who have cast their votes through remote e-voting, but not the manner in which they have voted.

Accordingly, CDSL, after the closing of the e-voting i.e. at 5:00 p.m. on August 27, 2018, had provided us the aforesaid details with respect to the members who had cast their votes through remote e-voting.

The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed by their board of directors authorizing them to exercise their votes through e-Voting.

#### **E-voting at the AGM Venue**

The Company had also provided the facility of e-voting at the AGM for the Members who had not cast their vote by remote e-voting.

E-voting at the meeting concluded at 17 hours 08 minutes.

#### **Completion of e-voting**

Pursuant to the provisions of Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 (as amended), the votes cast by the members at the meeting was counted.

Thereafter, the votes cast under remote e-voting facility were unblocked in presence of two witnesses, who were not in the employment of the Company.

CDSL then provided the list of members who had cast their votes alongwith their holding details and the details of votes cast on the resolutions.

As a Scrutinizer, I, based on the reports generated from the e-voting system provided by CDSL, have scrutinized the votes cast through e-voting and present herewith the

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Scrutinizer's Report on the votes cast "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the annexure attached herewith.

The Register and all other papers and relevant records relating to E-voting are maintained and kept in my safe custody.

**Conclusion:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting.

Thanking You,

Yours Faithfully,

For **DILIP BHARADIYA & ASSOCIATES**



**DILIP BHARADIYA**  
**F.C.S. 7956; C.P. 6740**



**Place:** Mumbai

**Date:** August 29, 2018

Aditya Birla Fashion and Retail Limited										
1 - Adoption of Audited Financial Statements - Ordinary										
Resolution required: (Ordinary/ Special)										
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		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00		
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>		
Public- Institutions	Remote E-Voting		17,84,13,805	82.08	17,84,13,805	-	100.00	0.00		
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,84,13,805</b>	<b>82.08</b>	<b>17,84,13,805</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>		
Public- Non Institutions	Remote E-Voting		32,57,033	3.35	32,55,468	1,565	99.95	0.05		
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,46,823	-	100.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,03,856</b>	<b>4.12</b>	<b>40,02,291</b>	<b>1,565</b>	<b>99.96</b>	<b>0.05</b>		
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,89,85,468</b>	<b>82.80</b>	<b>63,89,83,903</b>	<b>1,565</b>	<b>100.00</b>	<b>0.00</b>		

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3,6 and 7 have been rounded off to Two Decimal Places.



Aditya Birla Fashion and Retail Limited										
2 - Appointment of Director - Ordinary										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution? NO										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	Remote E-Voting		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00		
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>		
Public- Institutions	Remote E-Voting		17,86,94,325	82.21	17,83,37,220	3,57,105	99.80	0.20		
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,86,94,325</b>	<b>82.21</b>	<b>17,83,37,220</b>	<b>3,57,105</b>	<b>99.80</b>	<b>0.20</b>		
Public- Non Institutions	Remote E-Voting		32,75,268	3.37	32,73,497	1,771	99.95	0.05		
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,46,823	-	100.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,22,091</b>	<b>4.14</b>	<b>40,20,320</b>	<b>1,771</b>	<b>99.96</b>	<b>0.05</b>		
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,92,84,223</b>	<b>82.84</b>	<b>63,89,25,347</b>	<b>3,58,876</b>	<b>99.94</b>	<b>0.06</b>		

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3,6 and 7 have been rounded off to Two Decimal Places.



Aditya Birla Fashion and Retail Limited										
3 - Ratification of appointment of Statutory Auditors - Ordinary										
Resolution required: (Ordinary/ Special)										
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		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00		
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>		
Public- Institutions	Remote E-Voting		17,86,94,325	82.21	17,85,50,805	1,43,520	99.92	0.08		
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,86,94,325</b>	<b>82.21</b>	<b>17,85,50,805</b>	<b>1,43,520</b>	<b>99.92</b>	<b>0.08</b>		
Public- Non Institutions	Remote E-Voting		32,75,268	3.37	32,73,632	1,636	99.95	0.05		
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,46,823	-	100.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,22,091</b>	<b>4.14</b>	<b>40,20,455</b>	<b>1,636</b>	<b>99.96</b>	<b>0.05</b>		
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,92,84,223</b>	<b>82.84</b>	<b>63,91,39,067</b>	<b>1,45,156</b>	<b>99.98</b>	<b>0.02</b>		

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



Aditya Birla Fashion and Retail Limited										
4 - Appointment of Mr. Pranab Barua as a Non-Executive Director – Ordinary										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution? NO										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100		
Promoter and Promoter Group	Remote E-Voting		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00		
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>		
Public- Institutions	Remote E-Voting		17,86,94,325	82.21	17,83,37,220	3,57,105	99.80	0.20		
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,86,94,325</b>	<b>82.21</b>	<b>17,83,37,220</b>	<b>3,57,105</b>	<b>99.80</b>	<b>0.20</b>		
Public- Non Institutions	Remote E-Voting		32,75,268	3.37	32,73,568	1,700	99.95	0.05		
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,46,823	-	100.00	0.00		
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A		
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,22,091</b>	<b>4.14</b>	<b>40,20,391</b>	<b>1,700</b>	<b>99.96</b>	<b>0.05</b>		
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,92,84,223</b>	<b>82.84</b>	<b>63,89,25,418</b>	<b>3,58,805</b>	<b>99.94</b>	<b>0.06</b>		

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3,6 and 7 have been rounded off to Two Decimal Places.





Aditya Birla Fashion and Retail Limited									
Resolution required: (Ordinary/ Special)									
5 - Appointment of Mr. Ashish Dikshit as the Managing Director – Special									
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		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00	
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>	
Public- Institutions	Remote E-Voting		17,86,94,325	82.21	17,28,61,049	58,33,276	96.74	3.26	
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,86,94,325</b>	<b>82.21</b>	<b>17,28,61,049</b>	<b>58,33,276</b>	<b>96.74</b>	<b>3.26</b>	
Public- Non Institutions	Remote E-Voting		32,75,268	3.37	32,72,353	2,915	99.91	0.09	
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,46,823	-	100.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,22,091</b>	<b>4.14</b>	<b>40,19,176</b>	<b>2,915</b>	<b>99.93</b>	<b>0.09</b>	
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,92,84,223</b>	<b>82.84</b>	<b>63,34,48,032</b>	<b>58,36,191</b>	<b>99.09</b>	<b>0.91</b>	

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



Aditya Birla Fashion and Retail Limited									
6 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 Crore, on private placement - Special									
Resolution required: (Ordinary/ Special)									
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		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00	
	Poll (E-voting at AGM)	45,71,64,117	-	-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>45,71,64,117</b>	<b>45,65,67,807</b>	<b>99.87</b>	<b>45,65,67,807</b>	<b>-</b>	<b>100.00</b>	<b>0.00</b>	
Public- Institutions	Remote E-Voting		17,86,94,325	82.21	17,79,79,060	7,15,265	99.60	0.40	
	Poll (E-voting at AGM)	21,73,56,176	-	-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>21,73,56,176</b>	<b>17,86,94,325</b>	<b>82.21</b>	<b>17,79,79,060</b>	<b>7,15,265</b>	<b>99.60</b>	<b>0.40</b>	
Public- Non Institutions	Remote E-Voting		32,75,268	3.37	32,73,432	1,836	99.94	0.06	
	Poll (E-voting at AGM)	9,72,02,366	7,46,823	0.77	7,43,787	3,036	99.59	0.41	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A	
	<b>Total</b>	<b>9,72,02,366</b>	<b>40,22,091</b>	<b>4.14</b>	<b>40,17,219</b>	<b>4,872</b>	<b>99.88</b>	<b>0.46</b>	
	<b>Total</b>	<b>77,17,22,659</b>	<b>63,92,84,223</b>	<b>82.84</b>	<b>63,85,64,086</b>	<b>7,20,137</b>	<b>99.89</b>	<b>0.11</b>	

## Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
- Voting Rights of 8,66,118 Shares pertaining to 5,404 Shareholders, forming part of the Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remain frozen and they are included under Public-Non Institutions.
- The percentages calculated in Column Nos. 3,6 and 7 have been rounded off to Two Decimal Places.

