



Declaration of Voting Results of the Eleventh Annual General Meeting of Aditya Birla Fashion and Retail Limited

The Eleventh Annual General Meeting of the Company was held on Tuesday, August 28, 2018 at 3:00 p.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028, Maharashtra, India ("said AGM").

In terms of the provision of Section 108 of the Companies Act, 2013 ("Act") 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 ("SEBI Listing Regulations"), the Company had provided the E-voting facility to the Members whereby they could cast their votes from place other than the venue of the said AGM ("Remote E-voting") or at the venue of the said AGM ("E-voting at AGM").

The Remote E-voting had commenced on Saturday, August 25, 2018 at 9:00 a.m. & ended on Monday, August 27, 2018 at 5:00 p.m. and the E-voting at the AGM concluded at 5:08 p.m.

Mr. Dilip Bharadiya, Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the entire E-voting process (i.e. Remote E-voting and E-voting at AGM).

The Scrutinizer has carried out the scrutiny of all the electronic votes cast by means of Remote E-voting and E-voting at the AGM and has submitted his report today, i.e. on Wednesday, August 29, 2018.

Consolidated Results of Remote E-voting and E-voting at AGM as per the Scrutinizers' Report dated August 29, 2018 are annexed hereto as Annexure 1.

Based on the Consolidated Report of the Scrutinizer, it is hereby declared that **all Resolutions as set out in the Notice of the said AGM have been duly approved by the Members with requisite majority**. It is also directed that the resolutions be recorded in the minutes w.r.t the said AGM.

For Aditya Birla Fashion and Retail Limited

A handwritten signature in blue ink, appearing to read "Ashish Dikshit".

Chairperson of the said AGM

Date : August 29, 2018

Place : Mumbai



Annexure 1

ADITYA BIRLA FASHION AND RETAIL LIMITED

Date of the AGM/EGM	August 28, 2018
Total number of shareholders on the Cut-off Date (i.e. August 21, 2018)	1,61,723
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	134
• Promoter and Promoter Group	0
• Public	134
No. of shareholders attended the meeting through Video Conferencing	NIL
• Promoter and Promoter Group	NIL
• Public	NIL





Agenda-wise Combined Results of Remote E-voting and E-voting at AGM

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

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 & RETAIL

Resolution required: (Ordinary/ Special)		2 - Appointment of Director – Ordinary						
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	45,71,64,117	45,65,67,807	99.87	45,65,67,807	-	100.00	0.00
	Poll (E-voting at AGM)		-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00
Public- Institutions	Remote E-Voting	21,73,56,176	17,86,94,325	82.21	17,83,37,220	3,57,105	99.80	0.20
	Poll (E-voting at AGM)		-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		17,86,94,325	82.21	17,83,37,220	3,57,105	99.80	0.20
Public- Non Institutions	Remote E-Voting	9,72,02,366	32,75,268	3.37	32,73,497	1,771	99.95	0.05
	Poll (E-voting at AGM)		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	
	Total		40,22,091	4.14	40,20,320	1,771	99.96	0.05
Total		77,17,22,659	63,92,84,223	82.84	63,89,25,347	3,58,876	99.94	0.06

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 (formerly known as Pantaloons Fashion & Retail Limited)

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Corporate ID No.: L18101MH2007PLC233901



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

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.
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Resolution required: (Ordinary/ Special)		4 - Appointment of Mr. Pranab Barua as a Non-Executive Director – Ordinary						
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	45,71,64,117	45,65,67,807	99.87	45,65,67,807	-	100.00	0.00
	Poll (E-voting at AGM)		-	-	-	-	0.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		45,71,64,117	45,65,67,807	99.87	45,65,67,807	-	100.00
Public- Institutions	Remote E-Voting	21,73,56,176	17,86,94,325	82.21	17,83,37,220	3,57,105	99.80	0.20
	Poll (E-voting at AGM)		-	-	-	-	0.00	0.00
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total		21,73,56,176	17,86,94,325	82.21	17,83,37,220	3,57,105	99.80
Public- Non Institutions	Remote E-Voting	9,72,02,366	32,75,268	3.37	32,73,568	1,700	99.95	0.05
	Poll (E-voting at AGM)		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
	Total		9,72,02,366	40,22,091	4.14	40,20,391	1,700	99.96
Total		77,17,22,659	63,92,84,223	82.84	63,89,25,418	3,58,805	99.94	0.06

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.
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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	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	45,71,64,117	45,65,67,807	99.87	45,65,67,807	-	100.00	0.00
	Poll (E-voting at AGM)		-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		45,65,67,807	99.87	45,65,67,807	-	100.00	0.00
Public- Institutions	Remote E-Voting	21,73,56,176	17,86,94,325	82.21	17,28,61,049	58,33,276	96.74	3.26
	Poll (E-voting at AGM)		-	-	-	0.00	0.00	
	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	
	Total		17,86,94,325	82.21	17,28,61,049	58,33,276	96.74	3.26
Public- Non Institutions	Remote E-Voting	9,72,02,366	32,75,268	3.37	32,72,353	2,915	99.91	0.09
	Poll (E-voting at AGM)		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	
	Total		40,22,091	4.14	40,19,176	2,915	99.93	0.09
Total		77,17,22,659	63,92,84,223	82.84	63,34,48,032	58,36,191	99.09	0.91

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

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.

