

**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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
Mr. Pranab Barua  
Chairman of the 10<sup>th</sup> Annual General Meeting  
Aditya Birla Fashion and Retail Limited  
(formerly known as Pantaloons Fashion & 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.:** Passing of Resolutions through electronic voting (Remote E-voting and E-voting at the Annual General Meeting) pursuant to Section 108 of the Companies Act 2013 and Rule 20 of Companies (Management and Administration) Rules 2014 ("as amended") ("said Rule 20") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ref.:** Tenth Annual General Meeting (AGM) of the Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited) held on Wednesday, August 23, 2017

Pursuant to the Resolution passed by the Board of Directors of Aditya Birla Fashion and Retail Limited (hereinafter referred to as "ABFRL"/"Company") on May 12, 2017, I, Dilip Bharadiya, Company Secretary in Practice, have been appointed as the Scrutinizer for the e-voting process as mentioned under Sub Rule 4(ix) of the said Rule 20, in respect of the 10<sup>th</sup> AGM of the Company held on Wednesday, **August 23, 2017** ("said AGM"). I confirm that I am familiar and well versed with the concept of the electronic voting system as prescribed under the said Rule 20 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the said AGM of the Members of the Company. 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" the resolutions w.r.t. all the items of the business enumerated in the Notice dated July 25, 2017 of said AGM, based on the reports generated from the E-voting system provided by the Central Depository Services Limited ("CDSL").

Contd . . 2





:: 2 ::

The Company had appointed CDSL as the Service Provider for extending the facility of remote E-voting and E-voting to the shareholders of the Company, at the said AGM.

The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through E-voting on all the items of the business of the AGM Notice dated July 25, 2017, which were transacted at the said AGM of the Company. The Service Provider had set up E-voting facility on their website, <https://www.evotingindia.com>. The Company had also uploaded the Notice of the said AGM on the website of the Company i.e. [www.abfml.com](http://www.abfml.com), to facilitate the shareholders to cast their votes through E-voting. Further, the service provider (CDSL) had arranged for E-voting at the venue of the AGM through the use of TABLET (gadget) and the instructions to use the facility for voting were explained in detail and were also given online support for any doubts that were raised.

Link Intime India Private Limited is the Registrar and Share Transfer Agent for the Company (hereinafter referred to as "RTA").

The notice of the said AGM was dispatched to all the shareholders of the Company who were shareholders of the Company as on July 7, 2017 i.e. the date fixed by the Company for the purposes of the said AGM and /or for the purposes of E-voting conducted w.r.t. the said AGM ("said date") and all the dispatches were completed by July 28, 2017 as per the details mentioned below:

- a) to 80,680 shareholders by means of Registered Post/ Courier and
- b) to 77,740 by e-mail.

Further, as per the information provided by CDSL, E-mails sent to 8,037 Shareholders had bounced back and accordingly, notice of the said AGM and annual report was sent to them separately.

The Notices sent, contained the detailed procedure to be followed by the shareholders desirous of casting their votes electronically as provided in the said Rule 20. The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 16, 2017. As prescribed in the Rules, the remote E-voting facility was kept open from Sunday, August 20, 2017, 9.00 a.m. onwards till Tuesday, August 22, 2017, upto 5:00 p.m. (both days inclusive).

As prescribed in the said Rule 20, the Company also released an advertisement in English, in Business Standard (Mumbai and other editions) and in Marathi, in Navshakti (Mumbai Edition) on Saturday, July 29, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) of the said Rule 20.

At the end of the remote E-voting period i.e. at 5:00 p.m. on Tuesday, August 22, 2017, the voting portal of the Service Provider was blocked forthwith. On August 23, 2017 at the venue of the AGM, the votes were casted by the shareholders who did not vote through the remote E-voting facility. The voting portal was blocked by me as a Scrutinizer, in the presence of Ms. Shivangini Joshi and Ms. Swati Chauhan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 at

Contd. . 3





:: 3 ::

16 hours 35 minutes and 55 seconds on August 23, 2017. The service provider had then provided complete details of the votes casted at the venue of the AGM.

We have scrutinized the votes casted through electronic means (Remote E-voting and E-voting at the AGM) for the purpose of this report.

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 24, 2017

**For Aditya Birla Fashion and Retail Limited**

**Pranab Barua**  
**Chairperson of the said AGM**



Aditya Birla Fashion And Retail Limited

Annexure

Resolution Required : (Ordinary/Special)		Whether promoter/ promoter group are interested in the agenda/resolution?								
		1 - Adoption of Audited Financial Statements - Ordinary								
		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		
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$		
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>	<b>45,71,64,117</b>	<b>41,21,81,975</b>	<b>90.16</b>	<b>41,21,81,975</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		
Public- Institutions	Remote E-Voting	20,16,29,603	16,38,20,940	81.25	16,38,20,940	-	100.00	-		
	Poll (E-voting at AGM)	-	4,24,000	0.21	4,24,000	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>	<b>20,16,29,603</b>	<b>16,42,44,940</b>	<b>81.46</b>	<b>16,42,44,940</b>	<b>-</b>	<b>100.00</b>	<b>-</b>		
Public- Non Institutions	Remote E-Voting	11,28,03,598	75,43,055	6.69	75,41,668	1,387.00	99.98	0.02		
	Poll (E-voting at AGM)	-	16,37,065	1.45	16,37,065	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	<b>Total</b>	<b>11,28,03,598</b>	<b>91,80,120</b>	<b>8.14</b>	<b>91,78,733</b>	<b>1,387.00</b>	<b>99.98</b>	<b>0.02</b>		
<b>Total</b>	<b>77,15,97,318</b>	<b>58,56,07,035</b>	<b>75.90</b>	<b>58,56,05,648</b>	<b>1,387.00</b>	<b>100.00</b>	<b>0.00</b>			

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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)		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
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>41,21,81,975</b>	<b>41,21,81,975</b>	<b>90.16</b>	<b>41,21,81,975</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Institutions	Remote E-Voting	20,16,29,603	16,39,64,460	81.32	8,14,10,085	8,25,54,375	49.65	50.35
	Poll (E-voting at AGM)	-	4,24,000	0.21	4,24,000	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>16,43,88,460</b>	<b>16,39,64,460</b>	<b>81.53</b>	<b>8,18,34,085</b>	<b>8,25,54,375</b>	<b>49.78</b>	<b>50.22</b>
Public- Non Institutions	Remote E-Voting	11,28,03,598	75,43,055	6.69	64,93,299	10,49,756	86.08	13.92
	Poll (E-voting at AGM)	-	16,37,065	1.45	16,37,065	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>91,80,120</b>	<b>91,80,120</b>	<b>8.14</b>	<b>81,30,364</b>	<b>10,49,756</b>	<b>88.56</b>	<b>11.44</b>
<b>Total</b>	<b>77,15,97,318</b>	<b>58,57,50,555</b>	<b>75.91</b>	<b>50,21,46,424</b>	<b>8,36,04,131</b>	<b>85.73</b>	<b>14.27</b>	

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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)		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
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>41,21,81,975</b>	<b>90.16</b>	<b>41,21,81,975</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
Public - Institutions	Remote E-Voting	20,16,29,603	16,39,64,460	81.32	16,39,64,460	-	100.00	-
	Poll (E-voting at AGM)	-	4,24,000	0.21	4,24,000	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>16,43,88,460</b>	<b>81.53</b>	<b>16,43,88,460</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	Remote E-Voting	11,28,03,598	75,43,055	6.69	75,41,568	1,487.00	99.98	0.02
	Poll (E-voting at AGM)	-	16,37,065	1.45	16,37,065	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>Total</b>	<b>91,80,120</b>	<b>8.14</b>	<b>91,78,633</b>	<b>-</b>	<b>1,487.00</b>	<b>-</b>	<b>0.02</b>
<b>Total</b>	<b>77,15,97,318</b>	<b>58,57,50,555</b>	<b>75.91</b>	<b>58,57,49,068</b>	<b>1,487.00</b>	<b>100.00</b>	<b>0.00</b>	

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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)		Whether promoter/ promoter group are interested in the agenda/resolution?		4 - Appointment of Mr. Sanjeeb Chaudhuri as an Independent Director - ORDINARY						
		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		
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$		
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-		
Public - Institutions	Remote E-Voting	20,16,29,603	16,39,64,460	81.32	16,39,64,460	-	100.00	-		
	Poll (E-voting at AGM)	-	4,24,000	0.21	4,24,000	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	20,16,29,603	16,43,88,460	81.53	16,43,88,460	-	100.00	-		
Public - Non Institutions	Remote E-Voting	11,28,03,598	75,43,048	6.69	75,40,366	2,682	99.96	0.04		
	Poll (E-voting at AGM)	-	16,37,065	1.45	16,37,065	-	100.00	-		
	Postal Ballot (if applicable)	-	-	-	-	-	-	-		
	Total	11,28,03,598	91,80,113	8.14	91,77,431	2,682	99.97	0.03		
Total	Total	77,15,97,318	58,57,50,548	75.91	58,57,47,866	2,682	100.00	0.00		

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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 - Issuance of Non-Convertible Debentures of the Company for an amount of upto Rs. 1,250 Crore, on private placement basis - 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
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		41,21,81,975	90.16	41,21,81,975	-	100.00	-
Public - Institutions	Remote E-Voting	20,16,29,603	16,39,64,460	81.32	16,34,23,131	5,41,329	99.67	0.33
	Poll (E-voting at AGM)	-	4,24,000	0.21	4,24,000	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		16,43,88,460	81.53	16,38,47,131	5,41,329	99.67	0.33
Public - Non Institutions	Remote E-Voting	11,28,03,598	75,43,055	6.69	74,91,164	51,891	99.31	0.69
	Poll (E-voting at AGM)	-	16,37,065	1.45	16,37,065	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		91,80,120	8.14	91,28,229	51,891	99.43	0.57
	Total	77,15,97,318	58,57,50,555	75.91	58,51,57,335	5,93,220	99.90	0.10

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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)		6 - Introduction of the "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017" - 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
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20,16,29,603	41,21,81,975	90.16	41,21,81,975	-	100.00	-
Public - Institutions	Remote E-Voting		16,25,49,412	80.62	7,43,83,425	8,81,65,987	45.76	54.24
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		16,29,73,412	80.83	7,48,07,425	8,81,65,987	45.90	54.10
Public - Non Institutions	Remote E-Voting	11,28,03,598	75,42,742	6.69	74,90,740	52,002	99.31	0.69
	Poll (E-voting at AGM)		16,37,065	1.45	16,37,065	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		91,79,807	8.14	91,27,805	52,002	99.43	0.57
Total		77,15,97,318	58,43,35,194	75.73	49,61,17,205	8,82,17,989	84.90	15.10

Note:

- Shareholders categorised as Clearing Members and Other Bodies Corporate 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)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
7 - Extension of benefits of the "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017" to the Employees of Holding and the Subsidiary Companies of the Company- SPECIAL									
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	
Promoter and Promoter Group	Remote E-Voting	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	
	Poll (E-voting at AGM)	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
Public - Institutions	Total	20,16,29,603	41,21,81,975	90.16	41,21,81,975	-	100.00	-	-
	Remote E-Voting		16,25,49,412	80.62	7,43,83,425	8,81,65,987	45.76	54.24	
	Postal Ballot (if applicable)		4,24,000	0.21	4,24,000	-	100.00	-	
Public - Non Institutions	Total	11,28,03,598	16,29,73,412	80.83	7,48,07,425	8,81,65,987	45.90	54.10	
	Remote E-Voting		75,43,055	6.69	74,88,933	54,122	99.28	0.72	
	Poll (E-voting at AGM)		16,37,065	1.45	16,37,065	-	100.00	-	
Total	Postal Ballot (if applicable)		91,80,120	8.14	91,25,998	54,122	99.41	0.59	
	Total	77,15,97,318	58,43,35,507	75.73	49,61,15,398	8,82,20,109	84.90	15.10	

Note:

1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions.
2. The percentages calculated in Column Nos. 3,6 and 7 have been rounded off to Two Decimal Places

