

# Declaration of Results of voting of the Tenth Annual General Meeting of Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited) ("Company") held on August 23, 2017

The Tenth Annual General Meeting of the Company was held on August 23, 2017 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 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Act") 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 i.e. Remote E-voting ("Remote E-voting") or at the venue of the said AGM ("E-voting at AGM").

The Remote E-voting had commenced on Sunday, August 20, 2017 at 9:00 a.m. and ended on Tuesday, August 22, 2017 at 5:00 p.m.

Mr. Dilip Bharadiya, Proprietor of M/s. Dilip Bharadiya & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the entire Evoting 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 August 24, 2017.

Consolidated Results of Remote E-voting and E-voting at AGM as per the Scrutinizers' Report dated August 24, 2017 are annexed hereto as Annexure A.

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

PRANAB!

Pranab Barua Chairperson of the said AGM

Date: August 24, 2017

Place: Mumbai

Aditya Birla Fashion and Retail Limited (formerly known as Pantaloons Fashion & Retail Limited)



# Agenda wise combined result of Remote E-voting and E-voting at AGM:

Resolution Requ Whether promo agenda/resoluti	nomoter/ promoter group are interested in the			of Audited Financial State	ements - <b>Ord</b>	linary		
Category	Mode of Voting	No. of	No. of votes	% of Votes Polled No.	. of Votes	No. of	% of Votes in	% of Votes

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
		[1]	[2]	[3]={[2]/[1]}*100	[4]			polled
Promoter and	Remote E-Voting	45,71,64,117	41,21,81,975	90.16		[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter Group	Poll (E-voting at AGM)			30.10	41,21,81,975		100.00	-
	Postal Ballot (if applicable)		-	_	-	-	-	_
	Total	1	41,21,81,975	00.16	44 24 04 085	-	-	-
Public-	Remote E-Voting	20,16,29,603	16,38,20,940	90.16	41,21,81,975		100.00	_
Institutions	Poll (E-voting at AGM)		4,24,000	81.25	16,38,20,940		100.00	_
	Postal Ballot (if applicable)		4,24,000	0.21	4,24,000	-	100.00	-
	Total		16,42,44,940	81.46	16,42,44,940	-	-	<u>-</u>
Public- Non	Remote E-Voting	11,28,03,598	75,43,055	6.69		-	100.00	-
Institutions	Poll (E-voting at AGM)	,,,	16,37,065		75,41,668	1,387.00	99.98	0.02
	Postal Ballot (if applicable)		10,37,003	1.45	16,37,065	-	100.00	-
	Total		91,80,120	8.14	01 70 700	-	-	-
	Total	77,15,97,318	58,56,07,035		91,78,733	1,387.00	99.98	0.02
Note:		,25,57,516	30,30,07,033	75.90	58,56,05,648	1,387.00	100.00	0.00

- 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.





Resolution Required : (Ordinary/Special)	2 - Appointment of Director- ORDINARY
Whether promoter/ promoter group are interested in the	NO
agenda/resolution?	

Category	Mode of Voting	No. of shares held	on one	on outstanding shares	No. of Votes - in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]		[7]={[5]/[2]}*100
Promoter and	Remote E-Voting	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
Promoter	Poll (E-voting at AGM)		-	-	-	-	-	-
Group	Postal Ballot (if applicable)		-	-	-	_	-	-
	Total		41,21,81,975	90.16	41,21,81,975	-	100.00	-
Public-	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
Institutions	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	8,18,34,085	8,25,54,375	49.78	50.22
Public- Non	Remote E-Voting	11,28,03,598	75,43,055	6.69	64,93,299	10,49,756	86.08	13.92
Institutions	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	81,30,364	10,49,756	88.56	11.44
	Total	77,15,97,318	58,57,50,555	75.91	50,21,46,424	8,36,04,131	85.73	14.27

#### 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.





3 - Ratification of appointment of Statutory Auditors - 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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	polled [7]={[5]/[2]}*10
Promoter and Promoter Group	Remote E-Voting	45,71,64,117	41,21,81,975	90.16	41 21 01 075			0
	Poll (E-voting at AGM)			30.16	41,21,81,975		100.00	-
	Postal Ballot (if applicable)			-	-	-	~	_
	Total		41,21,81,975	- 00.46			-	-
Public-	Remote E-Voting	20,16,29,603	16,39,64,460	90.16	41,21,81,975		100.00	-
Institutions	Poll (E-voting at AGM)			81.32	16,39,64,460	-	100.00	_
	Postal Ballot (if applicable)		4,24,000	0.21	4,24,000	-	100.00	_
	Total		16,43,88,460	81.53	-	-	-	-
Public- Non	Remote E-Voting	11,28,03,598	75,43,055		16,43,88,460	-	100.00	-
Institutions	Poll (E-voting at AGM)	,_0,00,550		6.69	75,41,568	1,487.00	99.98	0.02
	Postal Ballot (if applicable)		16,37,065	1.45	16,37,065	-	100.00	-
	Total		01 00 120	-	-	-	-	-
	Total	77.15.07.240	91,80,120	8.14	91,78,633	1,487.00	99.98	0.02
Note:	i otai	77,15,97,318	58,57,50,555	75.91	58,57,49,068	1,487.00	100.00	0.00

- 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.





	4 - Appointment of Mr. Sanjeeb Chaudhuri as an Independent Director - ORDINARY
Resolution Required : (Ordinary/Special)	4 - Appointment of Mr. Sanjeeb Chaddharf as an independent birector.
Whether promoter/ promoter group are interested in the	NO
agenda/resolution?	

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 [6]={[4]/[2]}*100	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]		[7]={[5]/[2]}*100
Promoter	Remote E-Voting	45,71,64,117	41,21,81,975	90.16	41,21,81,975		100.00	
and	Poll (E-voting at AGM)		-	-	-		-	
Promoter	Postal Ballot (if applicable)		-	-	-		-	-
Group	Total		41,21,81,975	90.16	41,21,81,975	-	100.00	-
Public-	Remote E-Voting	20,16,29,603	16,39,64,460	81.32	16,39,64,460	-	100.00	-
Institutions	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	-	100.00	_
11100110110110	Postal Ballot (if applicable)		-	-	- 1	-	-	
	Total		16,43,88,460	81.53	16,43,88,460	-	100.00	-
Public- Non	Remote E-Voting	11,28,03,598	75,43,048	6.69	75,40,366	2,682	99.96	0.04
Institutions	Poll (E-voting at AGM)		16,37,065	1.45	16,37,065	-	100.00	-
THIS CITCUITY	Postal Ballot (if applicable)	1	-	-	-	-	-	
	Total	1	91,80,113	8.14	91,77,431	2,682	99.97	0.03
	Total	77,15,97,318	58,57,50,548	75.91	58,57,47,866	2,682	100.00	0.00

## 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.





Resolution Required : (Ordinary/Special)  Whether promoter/ promoter group are interested in the agenda/resolution?	5 - Issuance of Non-Convertible Debentures of the Company for an amount of upto ₹ 1,250 Crore, on private placement basis - SPECIAL  NO
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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
Duamant		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]		polled
Promoter	Remote E-Voting		41,21,81,975	90.16	41,21,81,975	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
and Promoter Group	Poll (E-voting at AGM)		_	30.10	71,21,01,373	-	100.00	-
	Postal Ballot (if applicable)				-	-	-	_
	Total		41,21,81,975	90.16	- 44 24 04 077	-	-	
Public-	Remote E-Voting	20,16,29,603	16,39,64,460		41,21,81,975	-	100.00	-
Institutions	Poll (E-voting at AGM)			81.32	16,34,23,131	5,41,329	99.67	0.33
	Postal Ballot (if applicable)		4,24,000	0.21	4,24,000	-	100.00	-
	Total		16,43,88,460	- 01 E2	16 20 47 404	-	-	-
Public- Non	Remote E-Voting	11,28,03,598	75,43,055	81.53	16,38,47,131	5,41,329	99.67	0.33
nstitutions	Poll (E-voting at AGM)	-2,20,03,330		6.69	74,91,164	51,891	99.31	0.69
	Postal Ballot (if applicable)	-	16,37,065	1.45	16,37,065	-	100.00	-
	Total	1	91,80,120	-	-	-		-
	Total	77,15,97,318		8.14	91,28,229	51,891	99.43	0.57
Note:		77,13,37,518	58,57,50,555	75.91	58,51,57,335	5,93,220	99.90	0.10

- 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.





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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	Remote E-Voting	45,71,64,117	41,21,81,975	90.16	41,21,81,975	-	100.00	-
Promoter Poll (E-voting at AGM) Group Postal Ballot (if applicable)		-	-	-	-	-		
			-	-	-	-	-	
	Total		41,21,81,975	90.16	41,21,81,975	-	100.00	
Public-	Remote E-Voting	20,16,29,603	16,25,49,412	80.62	7,43,83,425	8,81,65,987	45.76	54.24
Institutions	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	-	100.00	
11100110110110	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	Remote E-Voting	11,28,03,598	75,42,742	6.69	74,90,740	52,002	99.31	0.69
Institutions	Poll (E-voting at AGM)		16,37,065	1.45	16,37,065	-	100.00	-
111001001010110	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:

- 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.





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
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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	% of Votes against on votes
Promoter and	D	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	polled	polled
Promoter Group	Remote E-Voting	45,71,64,117	41,21,81,975	90.16	41,21,81,975		[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	Poll (E-voting at AGM)			50.10	41,21,01,975	-	100.00	_
	Postal Ballot (if applicable)		_		-	-	-	-
	Total		41,21,81,975	00.46	-	-	-	-
	Remote E-Voting	20,16,29,603	16,25,49,412	90.16	41,21,81,975		100.00	-
	Poll (E-voting at AGM)			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	-
	Total		16,29,73,412		-	-	-	_
Institutions	Remote E-Voting	11,28,03,598		80.83	7,48,07,425	8,81,65,987	45.90	54.10
	Poll (E-voting at AGM)		75,43,055	6.69	74,88,933	54,122	99.28	0.72
	Postal Ballot (if applicable)		16,37,065	1.45	16,37,065	-	100.00	-
	Total		01 90 120		-	-	-	-
Total		77 15 07 240	91,80,120	8.14	91,25,998	54,122	99.41	0.59
lote:		77,15,97,318	58,43,35,507	75.73	49,61,15,398	8,82,20,109	84.90	15.10

- 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.

