



ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra, India

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NOTICE OF TENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited will be held on Wednesday, August 23, 2017, at 3:00 p.m. at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India, to transact, with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS

Item no. 1 - Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2017 and the Reports of the Directors and Auditors thereon.

Item no. 2 - Appointment of Director:

To appoint a Director in place of Mr. Sushil Agarwal (Holding Director Identification Number 00060017), who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 3 - Ratification of appointment of Statutory Auditors:

To ratify the appointment of M/s. S R B C & CO LLP, Statutory Auditors of the Company, to hold office till the conclusion of the Fourteenth Annual General Meeting of the Company and for the purpose, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (“Act”) and all other applicable statutes and laws, if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors and the resolution passed by the Members at the Ninth Annual General Meeting of the Company (“AGM”) held on September 7, 2016, the appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No.: 324982E/ E300003) as the Statutory Auditors of the Company, to hold office till the conclusion of Fourteenth AGM of the Company, be and is hereby ratified.”

SPECIAL BUSINESS

Item no. 4 - Appointment of Mr. Sanjeeb Chaudhuri as an Independent Director:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder, SEBI Listing Regulations, if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and pursuant to

the notice received by the Company under Section 160 of the Act, Mr. Sanjeeb Chaudhuri (Holding Director Identification Number 03594427), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from January 9, 2017, to hold office upto the date of the Tenth Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from January 9, 2017.”

Item no. 5 - Issuance of Non-Convertible Debentures of the Company for an amount of upto ₹ 1,250 Crore, on private placement basis:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (“Act”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (“Debt Listing Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other statutes, laws, regulations, guidelines, circulars etc., if any (including any statutory amendment or modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the Company and such other approvals, consents, sanctions and permissions, as may be necessary from time to time, consent of the Members of the Company, be and is hereby accorded to issue and/ or offer and/ or invite subscription for and/ or allot Non-Convertible Debentures of the Company of upto ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), through Private Placement, in one or more tranches, during a period of 1 (one) year from the conclusion of the Tenth Annual General Meeting (“AGM”), to such person(s) (who may or may not be the Debenture Holders of the Company) as the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted Committees thereof or such other persons authorised by the Board) may at its sole discretion decide, at such terms and conditions as may be determined and considered proper and most beneficial to the Company, under the Act and/ or Debt Listing Regulations and/ or SEBI Listing Regulations and/ or other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed fit, necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deed, document, undertaking, agreement, paper, writing as may be required in this regard and to delegate all or any of these powers to any of the Directors and/ or Key Managerial Personnel and/ or Officers of the Company.”

Item no. 6 - Introduction of the “Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017”:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (“Act”), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and all other statutes, laws, regulations, guidelines, circulars, etc., if any (including any statutory amendment, modification or re-enactment thereof, for the time being in force) and in accordance with the provisions contained in the Memorandum and Articles of Association and such other approvals, consents, sanctions and permissions, as may be required from time to time, and further subject to such terms and conditions as may be prescribed while granting

such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to introduce and implement the "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017" ("Scheme 2017"), the salient features of which are furnished in the explanatory statement to the Notice; and to create, grant, offer, issue and allot at any time, to or for the benefit of the Employees of the Company (as defined in the Scheme 2017), selected on the basis of criteria decided by the Board, such number of stock options (comprising of Options and/ or Restricted Stock Units, as the case may be) (the "Stock Options") exercisable into not more than 1,15,73,960 Equity Shares of ₹ 10 each (the "Equity Shares") (or such other number adjusted in terms in terms of Scheme 2017 as per applicable law) being 1.50% of the Paid-up Equity Share Capital of the Company, at such price, in one or more tranches, under the Scheme 2017 and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act, SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate actions such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds and things as it may deem fit and necessary in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier and the above ceiling of 1,15,73,960 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred or issued and allotted on exercise of Stock Options and the exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Stock Options under the Scheme 2017.

RESOLVED FURTHER THAT the Board is authorised to formulate, evolve, decide upon and implement the Scheme 2017 and determine the detailed terms and conditions of the Scheme 2017 and including but not limited to the quantum of the Stock Options to be granted per Identified Employee, the number of Stock Options/ Equity Shares to be issued or transferred, as the case may be, in each tranche, the terms or combination of terms subject to which the said Stock Options/ Equity Shares are to be issued or transferred, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such Identified Employees, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme 2017 and as the Board may in its absolute discretion think fit, subject to applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of Stock Options from time to time in the manner aforesaid and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Scheme 2017 on the Stock Exchanges where the Equity Shares of the Company are listed in accordance with the provisions of the SEBI Listing Regulations and listing agreement with the concerned Stock Exchanges, the guidelines issued by Securities and Exchange Board of India, if any and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem fit, necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme 2017 at any stage including at the time of listing of the Equity Shares issued herein without requiring Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme 2017, as it may deem fit and necessary, from time to time or to suspend, withdraw or revive the Scheme 2017 from time to time in conformity with the provisions of the Act, the SEBI SBEB Regulations and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the Employees who have been granted Stock Options under the Scheme 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem fit and necessary including authorising or directing any of its Committees to appoint various intermediaries, experts, professionals, independent agencies and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme 2017 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals, if any, required by the Securities and Exchange Board of India / the Stock Exchanges and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any of its Committees, with power to further delegate such powers to any executives/ officers of the Company, to do all such acts, deeds, matters and things as may be necessary and incidental for the Scheme 2017 and also to execute such documents, writings etc. as may be necessary in this regard.”

Item no. 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:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (the “Act”), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the “SEBI SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and all other statutes, laws, regulations, guidelines, circulars, etc., if any (including any statutory amendment, modification or re-enactment thereof, for the time being in force) and in accordance with the provisions contained in the Memorandum and Articles of Association and such other approvals, consents, sanctions and permissions, as may be necessary from time to time and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee constituted by the Board to exercise its powers conferred by this Resolution), consent of the members be and is hereby accorded to the Board to extend the benefits and coverage of the “Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017” (“Scheme 2017”) (referred to in the Resolution

under Item No. 6 of this Notice) to such Employees (as defined in the Scheme 2017), of any present and future Holding and Subsidiary Companies of the Company, selected on the basis of criteria decided by the Board thereof in the manner mentioned in the Resolution under Item No. 6 of this Notice and within the ceiling as enumerated therein, on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI SBEB Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary, expedient or proper for settling any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Equity Shares allotted in terms of the Scheme 2017 on the Stock Exchanges where the securities of the Company are listed in accordance with the provisions of the SEBI Listing Regulations and listing agreement with the concerned Stock Exchanges.”

By Order of the Board of Directors

Sd/-

Geetika Anand
Company Secretary

Place : Mumbai
Date : July 25, 2017

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying notice:

Item no. 4 - Appointment of Mr. Sanjeeb Chaudhuri as an Independent Director:

Considering the vast experience of Mr. Sanjeeb Chaudhuri, the Board of Directors of the Company ("Board"), on recommendation of the Nomination and Remuneration Committee, had appointed him as an Additional Director with effect from January 9, 2017. In accordance with the provisions of Section 161 of the Companies Act, 2013 ("Act"), Mr. Chaudhuri holds office upto the date of the Tenth Annual General Meeting.

In opinion of the Board, Mr. Chaudhuri fulfils the conditions specified in the Act read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for being appointed as an Independent Director of the Company. Accordingly, the Board proposes his appointment as an Independent Director under the provisions of Section 149 of the Act and Regulation 17 and 25 of the SEBI Listing Regulations, to hold office for a period of 5 (five) consecutive years with effect from January 9, 2017.

Brief Resume of Mr. Chaudhuri is provided separately in this Notice. A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company i.e. www.abfrl.com.

The Company has received a notice proposing the candidature of Mr. Chaudhuri for the office of Director under Section 160 of the Act. Further, Mr. Chaudhuri has provided:-

- a) his consent to act as Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and
- c) a declaration to the effect that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 25 of the SEBI Listing Regulations.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, except Mr. Sanjeeb Chaudhuri and his relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution with respect to the appointment of Mr. Chaudhuri as an Independent Director of the Company, as set out in Item no. 4 of the Notice, for approval of the Members.

Item no. 5 - Issuance of Non-Convertible Debentures of the Company for an amount of upto ₹ 1,250 Crore, on private placement basis:

Raising of funds through issuance of Non-Convertible Debentures ("NCDs") on private placement basis is a significant and cost effective source of borrowing for the corporates.

As per the provisions of Sections 42 and 71 of the Companies Act, 2013 read with the Rules made thereunder ("Act"), a company issuing and/ or offering and/ or making an invitation to subscribe to and/ or allot NCDs on private placement basis may obtain prior approval of the Members for the same, once a year, by way of a Special Resolution.

The Company had, by way of a Special Resolution passed at the Ninth Annual General Meeting held on September 7, 2016, obtained the approval of Members of the Company, to issue and/ or offer and/ or invite subscriptions for and/ or allot NCDs, on a private placement basis, in one or more tranches ("issuance of NCDs"), upto an amount of ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), during the period of 1 (one) year, within the borrowing limits under Section 180(1)(c) of the Act, as approved by the Members from time to time ("said approval"). Details of the NCDs issued under the said approval are separately disclosed in the Financial Statements of the Company.

As per the provisions of the Act, the said approval would be valid upto September 6, 2017. In view of the estimated fund requirements of the Company and in order to achieve greater financial flexibility to augment resources *inter alia* for general corporate purposes, Board of Directors of the Company (hereinafter referred as "Board" and which term shall include any Committees thereof), at its meeting held on May 12, 2017, approved issuance of NCDs upto an amount of ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only) in accordance with the applicable provisions of the Act and other applicable laws and subject to approval of the Members, within the borrowing limits under Section 180(1)(c) of the Act, as approved by the Members from time to time ("proposed issue").

The Special Resolution set out at Item no. 5 of the Notice seeks approval of the Members to enable the Board to take necessary actions, including determination and finalization of the terms and conditions (such as the issue price of the NCDs and an interest rate determined by the then prevailing money market conditions etc.) with respect to the proposed issue. The approval of the Members shall remain in force for a period of one year from the date of the Tenth Annual General Meeting of the Company i.e. upto August 22, 2018.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution with respect to the issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 Crore, on private placement basis, as set out in Item no. 5 of the Notice, for approval of the Members.

Item nos. 6 and 7 - Introduction of "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017" and extension of its benefits to the Employees of Holding and the Subsidiary Companies of the Company:

Stock Options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its Members, providing an opportunity to the employees to share the growth of the Company and to create wealth in the hands of the employees.

The Company intends to reward, attract, motivate and retain Employees of the Company and its present and future Holding and Subsidiary Companies for their high level of individual performance, for their efforts to improve the financial performance of the Company and their loyalty to the Company.

Towards this objective and to promote the culture of Employee ownership, the Company proposes to introduce the "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017" (hereinafter referred to as the "Scheme 2017"), whereby it proposes to issue Stock Options of the Company to the Identified Employees of the Company and of its Holding and Subsidiary Companies.

Brief Description of the Scheme 2017

The Scheme 2017 is being formulated in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (the "SEBI SBEB Regulations"). The Nomination and Remuneration Committee of the Board of Directors ("NRC") and the Board of Directors of the Company ("Board") vide their respective resolutions dated July 25, 2017, have approved the broad framework of the Scheme 2017.

In terms of the Scheme 2017, such Identified Employees shall be granted Stock Options in the form of Options ("Options") and/or Restricted Stock Units ("RSUs") which will be exercisable into Equity Shares of ₹ 10/- each of the Company upon such terms and conditions applicable to the Options and RSUs, as the case may be (hereinafter, Options and RSUs are collectively referred to as "Stock Options".)

The Members are informed that the Company intends to offer not more than 1,15,73,960 Equity Shares of ₹ 10/- each, under the Scheme 2017 by way of grant of Stock Options.

The Scheme 2017 will be administered by the NRC and for the purposes of the Scheme 2017, it shall act as the Compensation Committee as required under SEBI SBEB Regulations.

Relevant details with respect to the aforementioned Scheme 2017 are as follows:

(i) Total number of Stock Options to be granted

The total number of Stock Options that may be granted in the aggregate shall be such number that would entitle the grantees to acquire, in one or more tranches, not exceeding 1,15,73,960 Equity Shares of ₹ 10/- each ("Equity Shares") (which number shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time), being 1.50% of the Paid-Up Equity Shares of the Company.

One Stock Option would entitle the grantees to one Equity Share (i.e. one Option would entitle the grantee to one Equity Share and one RSU would entitle the grantee to one Equity Share).

In case of any corporate actions such as rights issues, bonus issues, merger and sale of division split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company, for making a fair and reasonable adjustment, the ceiling of 1,15,73,960 shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present Scheme 2017 or under a new scheme, subject to compliance with applicable laws.

(ii) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme 2017

- (a) Persons who are permanent Employees of the Company in the management cadre, working in or outside India;
- (b) A Director of the Company, including Managing or Whole-time Director(s) of the Company but excluding Independent Directors; and
- (c) Persons as defined under (a) and (b) of any present and future Holding and Subsidiary Companies of the Company.

The following category of persons shall not be eligible to participate in the Scheme 2017:

- (a) an Employee who is a promoter or a person belonging to the promoter group;
- (b) an independent director;
- (c) a director who either by self or through relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Share Capital of the Company.

The NRC or the Board of the Company and of the Holding and Subsidiary Companies of the Company may fix the criteria to select and identify the Employees to whom the benefits under the Scheme 2017 are proposed to be extended, from time to time.

(iii) Requirements of vesting and period of vesting

The Board or the NRC may, at its discretion, lay down certain criteria, including but not limited to, the performance metrics on achievement of which the granted Stock Options would vest and which may be specified in the respective grant letters or the vesting letters to be issued in this regard. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below.

Vesting period for Options: The Options would vest not earlier than 1 (one) year and not later than 6 (six) years from the date of grant of Options or such other period as may be determined by

the NRC. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the NRC, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme 2017 shall vest in one or more tranches.

Vesting period for RSUs: The RSUs would vest not earlier than 1 (one) year and not later than 6 (six) years from the date of grant of RSUs or such other period as may be determined by the NRC. The vesting schedule (i.e. exact proportion in which and the exact period over which the RSUs would vest) would be determined by the NRC, subject to the minimum vesting period of 1 (one) year from the date of grant of RSUs. The RSUs granted under the Scheme 2017 shall vest in one or more tranches.

(iv) Exercise price or pricing formula

Exercise price for Options: The Equity Shares may be issued at such price that the Board or the NRC may determine on the date of the grant of the Options under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per Option shall not be less than the face value of the Equity Share of the Company.

Exercise price for RSUs: The Equity Shares may be issued at such price that the Board or NRC may determine on the date of the grant of the RSUs under the Scheme 2017 and specified in the relevant grant documents provided that the exercise price per RSU shall not be less than the face value of the Equity Shares of the Company.

(v) Exercise period and process of exercise

The exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of vesting of Stock Options or such other period as maybe determined by the Board or the NRC.

During the exercise period relating to each vesting, vested Options and vested RSUs can be exercised in one or more tranches, such that each tranche will be a minimum of 500 Options or 100 RSUs, as the case may be, except in cases where the number of vested Options is less than 500 or where the number of outstanding vested RSUs is less than 100.

The Stock Options will be exercisable by the Employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Board or the NRC from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

(vi) The Appraisal process for determining the eligibility of Employees for the Scheme 2017

The appraisal process for determining the eligibility of the Employee will be specified by the Board or the NRC and will be based on criteria, such as role/criticality of the Employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board or the NRC, as applicable, at its sole discretion.

The Board or the NRC may decide to extend the benefits of the Scheme 2017 to new entrants or to existing Employees on such basis as it may deem fit, in accordance with applicable law.

(vii) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI SBEB Regulations

The Company shall conform with such applicable accounting policies as prescribed by the SEBI SBEB Regulations and those prescribed by the concerned authorities from time to time.

(viii) Maximum number of Stock Options to be issued per Employee and in aggregate

The maximum number of Stock Options to be granted to any Employee shall be decided by the Board or NRC. However, the number of Stock Options that may be granted to a single Employee

under the Scheme 2017 shall not exceed 0.5% of the Paid-up Equity Share Capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time).

The aggregate of all such Stock Options shall not result into more than 1,15,73,960 Equity Shares which shall be adjusted in lieu of corporate actions, adjustments/ re-organisation of capital structure of the Company from time to time.

(ix) Whether the Scheme 2017 is to be implemented and administered directly by the Company or through a trust

The Scheme shall be administered by the Company through its Board.

(x) Whether the Scheme 2017 involves new issue of Equity Shares by the Company or secondary acquisition or both

The Scheme 2017 will involve fresh issue of Equity Shares by the Company.

(xi) The amount of loan to be provided for the implementation of the Scheme 2017 by the Company to the trust, its tenure, utilisation, repayment terms

Not applicable.

(xii) Maximum percentage of secondary acquisition (subject to the limits specified under the SEBI SBEB Regulations) that can be made by the trust for the purposes of the Scheme 2017

Not applicable.

(xiii) Method of Stock Options' valuation

The Company shall value the Stock Options in accordance with applicable laws.

In the event the Company undertakes valuation as per the intrinsic value method, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings per Share of the Company shall also be disclosed in the Directors' Report.

(xiv) Transferability of Stock Options

The Stock Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees.

(xv) Other Terms

- The Board or NRC shall have the absolute authority to vary or modify the terms of the Scheme 2017 in accordance with the provisions of the Act, regulations and guidelines prescribed by Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Employees who have been granted Stock Options under the Scheme 2017.
- The Stock Options to be granted under the Scheme 2017 shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

As the Scheme 2017 would entail issue of further Equity Shares to persons other than the existing Members, in terms of Section 62 of the Act, as amended, consent of the Members is required by passing a Special Resolution in a General Meeting. Further, in terms of the SEBI SBEB Regulations, approval of the Members by means of a Special Resolution is required if benefits of an Employee Stock

Option Scheme are proposed to be extended to the employees of the Holding and the Subsidiary Companies of a Company. Therefore, a separate resolution, as stated in Item no. 7 is proposed for extending the benefits of the Scheme 2017, as stated in the Resolution for Item no. 6 of this Notice, to the Employees of the Holding and Subsidiary Companies of the Company.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Special Resolutions, except to the extent of their shareholding in the Company, if any and to the extent of the Equity Shares that may be offered to them under the Scheme 2017.

The Board recommends the Special Resolutions w.r.t. Scheme 2017, as set out in Item nos. 6 and 7 of the Notice, for approval of the Members.

By Order of the Board of Directors

Place : Mumbai
Date : July 25, 2017

Sd/-
Geetika Anand
Company Secretary

Details of the Directors seeking appointment/ re-appointment in the Tenth Annual General Meeting, as set out in Item nos. 2 and 4 of this notice, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Clause 1.2.5 of Secretarial Standards on General Meetings, are as follows:

Name of the Director	Mr. Sushil Agarwal	Mr. Sanjeeb Chaudhuri
Date of Birth/ Age	June 13, 1963/ 54 years	September 10, 1952/ 64 years
Date of First Appointment	August 6, 2009	January 9, 2017
Director Identification Number	00060017	03594427
Qualification	M. Com., C.A.	B.Sc. (Honours), MBA
Brief Profile including expertise in specific Functional Area	<p>Mr. Sushil Agarwal, Non-executive Director, is a Qualified Chartered Accountant and holds a Master’s degree in Commerce. He has over 25 years of experience in financial and commercial matters. He has been with the Aditya Birla Group since the beginning of his career in 1989. He is presently the Group Chief Financial Officer for Aditya Birla Group and also the Whole Time Director & CFO of Grasim Industries Ltd. He has been instrumental in leading various restructuring exercises and acquisitions/ divestments done by the Group. He is also a Director on the Board of several companies. In recognition of his contribution, he was honoured with the “Exceptional Contribution Award” in 2000 and “Outstanding Leadership Award” in 2014, by the Chairman of Aditya Birla Group. In 2013, he was named among India’s best CFOs by Business Today in the category “Enhancing Competitiveness through M&A”. He has been consistently recognized for excellence by ‘CFO 100’ under the category ‘Winning Edge in Mergers Acquisitions and Corporate Finance’ in 2014-2017 and under the category ‘Winning Edge in Strategy’ in 2011.</p>	<p>Mr. Sanjeeb Chaudhuri, Independent Director, is a Graduate in Science (Honours) and holds a Master’s degree in Business Administration from J. Bajaj Institute of Management Studies, Mumbai. He has attended many Advanced Management Programs. He has over four decades of senior multinational business experience across global banks and consumer companies. He is a visiting Faculty at Wharton Business School and Judge Business School, Cambridge. He has extensive governance experience on various European and Asian Supervisory Boards where he has served on various Strategy, Risk and Audit Committees. Mr. Chaudhuri is also a Member of the International Advisory Board of the Open University School of Business and Law, UK. Mr. Chaudhuri has served as Group Head, Brand & Global Chief Marketing Officer of Standard Chartered Bank. Prior to that, he was CEO, Retail and Commercial Banking for Citicorp, Europe, Middle East and Africa, in addition to other senior leadership positions. Before joining Citigroup, he managed product development, testing and launch of large global brands in senior management roles at Procter & Gamble, Colgate-Palmolive and Unilever.</p>
No. of Board Meetings attended during Financial Year 2016-17	2 out of 4	1 out of 1

Name of the Director	Mr. Sushil Agarwal	Mr. Sanjeeb Chaudhuri
List of other Indian Public Limited Companies in which Directorships held ^[1]	1) Aditya Birla Insurance Brokers Limited; 2) Aditya Birla Health Insurance Company Limited; and 3) Grasim Industries Limited. ⁽²⁾	Nil
Chairperson/ Member of Committee(s) of Board of Directors of the Company ⁽³⁾	Member: 1) Audit Committee; 2) Stakeholders Relationship Committee.	Member: Audit Committee.
Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson ⁽³⁾	Audit Committee	
	Chairperson: Nil	Chairperson: Nil
	Member: Aditya Birla Insurance Brokers Limited	Member: Nil
	Shareholders/ Investors Grievance Committee/ Share Transfer Committee	
	Chairperson: Nil Member: Grasim Industries Limited ⁽²⁾	Chairperson: Nil Member: Nil
Shareholding	1,19,829 Equity Shares	Nil

Notes:

- (1) Excludes directorships in the Company, Foreign Companies, Private Companies, Companies incorporated under Section 25 of the erstwhile Companies Act, 1956 and Companies incorporated under Section 8 of the Companies Act, 2013.
- (2) Grasim Industries Limited is a Listed Company.
- (3) As per the provisions of Regulation 26 of the SEBI Listing Regulations, only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee are considered.
- (4) None of the Directors are related inter-se.

NOTES FOR MEMBERS' ATTENTION

1. STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), which sets out details relating to Special Businesses to be transacted at the meeting forms part of this Notice.

2. APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "AGM" OR THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HEREWITH.

A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, EITHER IN PERSON OR THROUGH POST, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING I.E. 3:00 P.M ON MONDAY, AUGUST 21, 2017.

PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, CORPORATE MEMBERS, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE CERTIFIED COPY OF THE RESOLUTION/ AUTHORITY, AS MAY BE APPLICABLE.

A PROXY SHALL NOT HAVE A RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL.

AN INSTRUMENT FOR APPOINTMENT OF PROXY IS VALID ONLY IF IT IS DULY FILLED, PROPERLY STAMPED AND SIGNED. INCOMPLETE, BLANK, UNDATED PROXY OR PROXY FORM WHICH DOES NOT STATE THE NAME OF THE PROXY, WILL NOT BE CONSIDERED VALID. IF THE COMPANY RECEIVES MULTIPLE PROXIES FOR THE SAME HOLDINGS OF A MEMBER, THE PROXY WHICH IS DATED LAST WILL BE CONSIDERED AS VALID. IF SUCH MULTIPLE PROXIES ARE NOT DATED OR THEY BEAR THE SAME DATE WITHOUT SPECIFIC MENTION OF TIME, ALL SUCH PROXIES SHALL BE CONSIDERED AS INVALID. PROXY WILL BE VALID UNTIL WRITTEN NOTICE OF REVOCATION HAS BEEN RECEIVED BY THE COMPANY BEFORE THE COMMENCEMENT OF THE AGM.

THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

MEMBERS, PROXIES AND AUTHORIZED REPRESENTATIVES ARE REQUESTED TO BRING THE ATTENDANCE SLIP, DULY FILLED AND SIGNED, WHICH IS ENCLOSED HEREWITH AND ARE REQUESTED TO HAND IT OVER AT THE ENTRANCE.

DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE AGM AND ENDING WITH CONCLUSION OF THE AGM, A MEMBER CAN INSPECT THE PROXIES SUBMITTED AT ANY TIME DURING BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.

3. AUTHORISED REPRESENTATIVE

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signature(s) authorising their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent.

4. DIRECTOR'S APPOINTMENT(S)

In accordance with the Articles of Association of the Company, all Directors (except Mr. Pranab Barua, who has been appointed as the Managing Director for a term of five years effective from October 25, 2013 and Independent Directors) retire every year and if eligible, offer themselves for re-appointment at the Meeting. As per the provisions of the Act, Independent Directors are appointed for a term upto five consecutive years and are not liable to retire by rotation. The relevant details of the Director seeking re-appointment under Item no. 2 of this Notice are provided as part of this notice.

5. RESUME OF DIRECTORS AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETING

Brief resume of Directors who are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, number of Indian Public Limited Companies in which they hold directorships and memberships of Committees of the Board and shareholding of Non-Executive Directors, as stipulated under Regulation 36 of the SEBI Listing Regulations and Secretarial Standards on General Meetings, forms part of this Notice.

6. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF AGM

Pursuant to Sections 101 and 136 of the Act, read with the relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company i.e. www.abfrl.com and also forming part of this Notice, to the Company or to Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company.

Members holding shares in dematerialised form are requested to register their E-mail address with their Depository Participant(s) only. Members of the Company, who have registered their E-mail address, are entitled to receive such communication in physical form upon request.

Members may also note that the Notice of the Tenth AGM and the Annual Report for Financial Year 2016-17 will also be available on the Company's website for downloading. The physical copies of all the documents mentioned/ referred to in this Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for E-communication, Members are entitled to receive such communication in physical form free of cost, upon making a request for the same. Members desirous of receiving any communication vide a particular mode of service, would be entitled to receive such communication vide such mode of service, on payment of requisite fees as determined by the Company. For any communication, the Members may also send requests to the Company's E-mail ID i.e. secretarial.abfrl@adityabirla.com.

7. SUBMISSION OF MEMBERS PERMANENT ACCOUNT NUMBER ("PAN")

The Securities and Exchange Board of India ("SEBI") has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

8. INSPECTION OF REGISTERS AND DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested

maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Act, shall remain open for inspection at the Registered Office of the Company on all working days, between 10:00 a.m. and 12:00 noon upto the date of the AGM.

- 9. Members who have not registered their E-mail addresses so far are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
- 10. Members are requested to please read the “Company’s Recommendations to the Shareholders/ Investors” information provided in the “General Shareholder Information” Section of the Annual Report for 2016-17.**
- 11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.**
- 12. A Route map of venue of the meeting forms part of this Notice. The prominent landmark near the venue is “Shivaji Park”.**
- 13. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:**
 - a. The change in the residential status on return to India for permanent settlement.**
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.**

14. VOTING

- a. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the Tenth AGM by electronic means. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the E-voting facility and the Members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote E-voting) or at the AGM.
- b. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Wednesday, August 16, 2017 i.e. the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice.
- c. The remote E-voting period will commence at Sunday, August 20, 2017 at 9:00 a.m. and will end on Tuesday, August 22, 2017 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 16, 2017, may cast their vote by remote E-voting. The remote E-voting module shall be disabled for voting thereafter by CDSL. Once the vote on a resolution is cast by the Member, such Member shall not be allowed to change it subsequently.
- d. In addition, the facility for voting through electronic voting system shall also be made available at the AGM (“E-voting at the AGM”). The Members who have cast their vote by remote E-voting prior to the AGM will be entitled to and may attend the AGM but shall not be entitled to cast their vote again.
- e. The Company has appointed Mr. Dilip Bharadiya, Proprietor of M/s. Dilip Bharadiya & Co., Practicing Company Secretaries, to act as the Scrutinizer and to scrutinize the entire E-voting process (i.e. remote E-voting and E-voting at the AGM) in a fair and transparent manner.
- f. Members desiring to vote through remote E-voting are requested to refer to the detailed procedure given hereinafter.

15. PROCEDURE FOR REMOTE E-VOTING

The Company has entered into an arrangement with CDSL for facilitating remote E-voting for AGM.

- a) **E-voting to commence** On Sunday, August 20, 2017 at 9:00 a.m.
b) **E-voting to end** On Tuesday, August 22, 2017 at 5:00 p.m.
c) **URL** <https://www.evotingindia.com>

The instructions for remote E-voting are as under:

- (i) The Members should log on to the E-voting website i.e. www.evotingindia.com.
(ii) Click on "Shareholder - tab".
(iii) Enter your User Id:
a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter their Folio Number registered with the Company.
(iv) Next, enter the Image verification as displayed and Click on "Login".
(v) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier E-voting of any company, then your existing password is to be used.
(vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN (Permanent Account Number)	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members). <ul style="list-style-type: none">Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. In case the folio number is less than 8 digits, enter the required number of "0"s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) format as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the Depository or Company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
(viii) The Members holding shares in physical form will then directly reach the company selection screen.
(ix) However, Members holding shares in dematerialised form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(x) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN relevant for < Company Name> (i.e. in present case - Aditya Birla Fashion and Retail Limited) on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. Selecting option YES implies that you assent to the resolution and selecting the option NO implies that you dissent to the resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK”, if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL’s mobile App “m-Voting” available for android, iOS & Windows based mobiles. The m-Voting App can be downloaded from Google Play Store, Apple and Windows phone. Members are requested to follow the instructions as prompted by the mobile app while voting through mobile App.
- (xix) Note for Non-Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case of any queries or issues regarding E-voting, Members may refer to the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other information:

- (i) The Members who have cast their vote by remote E-voting prior to the AGM will be entitled to and may attend the AGM and their presence shall be counted for the purpose of Quorum. However, they shall not be entitled to cast their vote again. If a Member casts vote by more than one mode of voting including remote E-voting, then voting done through remote E-voting shall prevail and other shall be treated as invalid.
- (ii) The voting rights of Members shall be in proportion of the shares held by them to the total paid up Equity Shares of the Company as on the cut-off date i.e. Wednesday, August 16, 2017.

- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote E-voting as enumerated in detail hereinabove. They may also refer to the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com (under help section) or write an email to helpdesk.evoting@cdslindia.com or secretarial.abfrrl@adityabirla.com.
- (iv) A person who is/ would not be a Member as on the cut-off date should treat this Notice for information purposes only.
- (v) Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders. However, in case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the AGM.

General Instructions:

- (i) The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow E-voting at the AGM with the assistance of scrutinizer and representatives of CDSL for all those Members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.
- (ii) The Scrutinizer shall after the conclusion of E-voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of atleast two witnesses not in the employment of the Company and Scrutinizer shall submit, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairperson or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
- (iii) The results declared along with the Scrutinizer's Report shall be declared through following means of communication:
 - a. by displaying on the Notice Board of the Company at its Registered Office;
 - b. by disseminating on the website of the Company i.e. www.abfrrl.com and website of CDSL E-voting i.e. www.evotingindia.com; and
 - c. by communicating to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.
- (iv) The results shall also be available for inspection at the Registered Office of the Company.

By Order of the Board of Directors

Sd/-

Geetika Anand

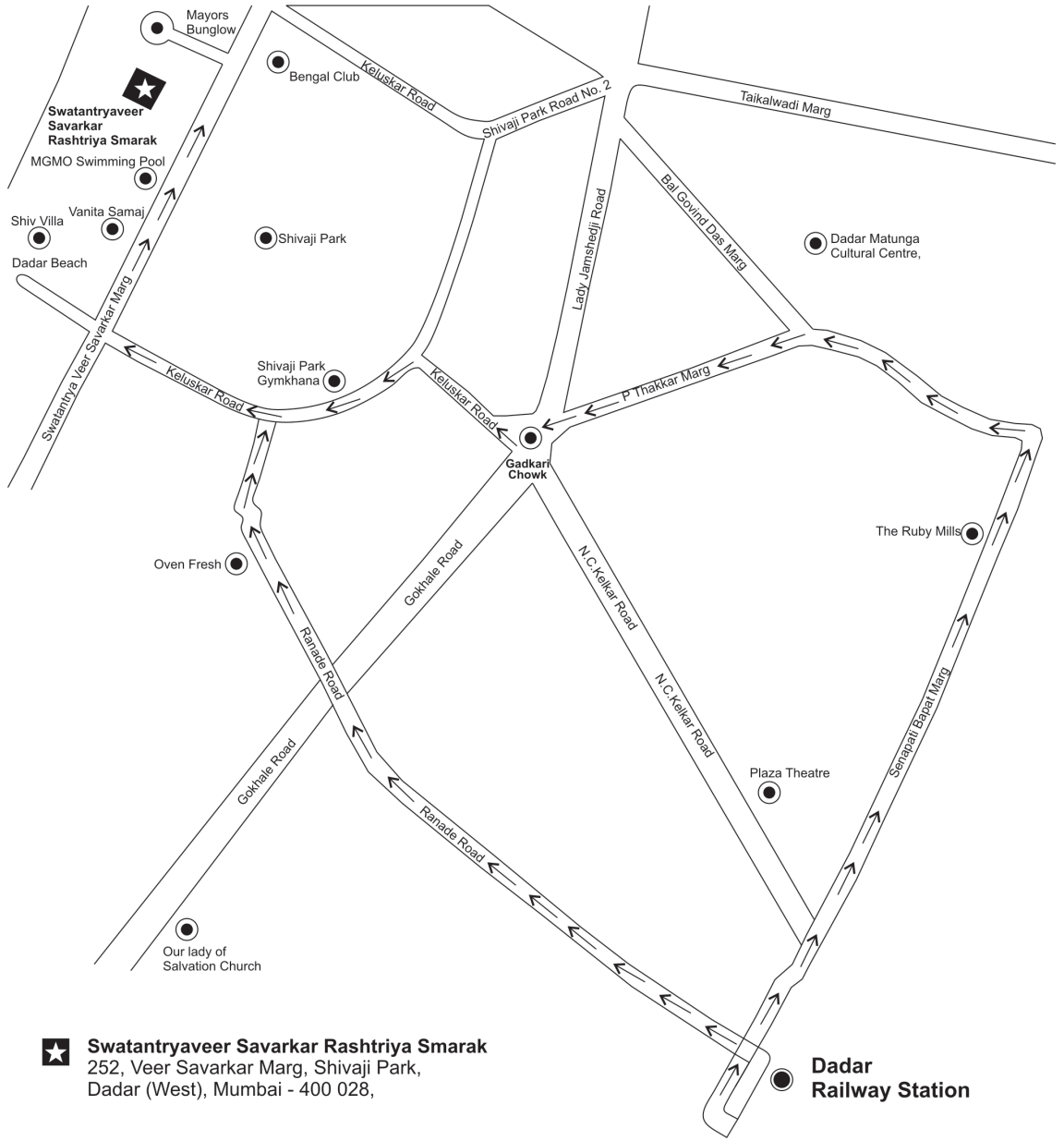
Company Secretary

Place : Mumbai

Date : July 25, 2017

ROUTE MAP - VENUE – 10TH ANNUAL GENERAL MEETING

Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India



★ Swatantryaveer Savarkar Rashtriya Smarak
 252, Veer Savarkar Marg, Shivaji Park,
 Dadar (West), Mumbai - 400 028,

ADITYA BIRLA



FASHION & RETAIL

ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra, India

CIN: L18101MH2007PLC233901; **Website:** www.abfirl.com; **Email:** secretarial.abfirl@adityabirla.com;

Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

PROXY FORM

[As per Form MGT - 11 & pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)	:
Registered address	:
E - mail Id	:
Folio No. / Client ID*	:
DP ID*	:

*applicable in case of shares held in electronic form

I/ We, being the Member(s) of shares of the above named Company, hereby appoint:

- Name:
Address:
E – mail ID:..... Signature:, or failing him/her;
- Name:
Address:
E – mail ID:..... Signature:, or failing him/her;
- Name:
Address:
E – mail ID:..... Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Tenth Annual General Meeting of the Company, to be held on the Wednesday, August 23, 2017 at 3:00 p.m. at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	Type of Resolution(s)	Assent	Dissent
1.	Adoption of Audited Financial Statements	Ordinary		
2.	Appointment of Director	Ordinary		
3.	Ratification of appointment of Statutory Auditors	Ordinary		
4.	Appointment of Mr. Sanjeeb Chaudhuri as an Independent Director	Ordinary		
5.	Issuance of Non-Convertible Debentures of the Company for an amount of upto ₹ 1,250 Crore, on private placement basis	Special		
6.	Introduction of the "Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2017"	Special		
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		

Signed this day of, 2017
 Signature of Member
 Signature of Proxy holder(s)

Affix
 Re. 1
 Revenue
 Stamp

Notes:

- This form of proxy in order to be effective should be duly completed, stamped, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/ proxy form.

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ADITYA BIRLA



FASHION & RETAIL

ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra, India

CIN: L18101MH2007PLC233901; **Website:** www.abfrl.com; **Email:** secretarial.abfrl@adityabirla.com;

Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

E-COMMUNICATION REGISTRATION FORM

Dear Members,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to Members who have registered their E-mail addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow Shareholders to contribute towards a Greener Environment. This is a golden opportunity for every Shareholder of Aditya Birla Fashion and Retail Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our Members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the enclosed registration form which is available on the website of the Company i.e. www.abfrl.com.

Let's be part of this 'Green Initiative' !

Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.

Best Regards,

Geetika Anand
Company Secretary

E - COMMUNICATION REGISTRATION FORM

Folio No. / DP ID and Client ID:

Name of 1st Registered Holder :

Name of Joint Holder(s):

.....

Registered Address :

.....

.....

E-mail ID (to be registered):

I/ We Member(s) of Aditya Birla Fashion and Retail Limited agree to receive communication from the Company in electronic mode.

Please register my above E-mail address in your records for sending communication through E-mail.

Date:

Signature:

Note: Member(s) are requested to provide the E-mail ID very carefully, as all the communication from the Company shall be sent to the E-mail ID provided through this form. The Shareholders are also requested to keep the Company informed as and when there is any change in the registered E-mail address.

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ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra, India.

CIN: L18101MH2007PLC233901; **Website:** www.abfirl.com; **Email:** secretarial.abfirl@adityabirla.com;

Tel.: +91 - 8652905000; **Fax:** +91 - 8652905400

ATTENDANCE SLIP FOR TENTH ANNUAL GENERAL MEETING ON AUGUST 23, 2017 AT 3.00 P.M

(to be handed over at the registration counter)

Name :
Address :

Folio No. / DP ID and Client ID :
No. of Equity Shares :

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder of the Company and I hereby record my presence at the Tenth Annual General Meeting of the Company ("AGM") at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India.

First/ Sole holder/ Proxy

Second holder/ Proxy

Third holder/ Proxy

Subject: Voting through electronic means (E-voting)

Dear Member,

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-voting facility to the members for enabling them to cast vote electronically on all resolutions set forth in the Notice convening the Tenth Annual General Meeting, to be held on Wednesday, August 23, 2017 at Swatantryaveer Savarakar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400028, Maharashtra, India.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the E-voting facility. The remote E-voting facility is available at the link www.evotingindia.com.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)
170711007

The E-voting facility will be available commencing from Sunday, August 20, 2017 at 9:00 a.m. to Tuesday, August 22, 2017 at 5:00 p.m.

The cut-off date for the purpose of E-voting is Wednesday, August 16, 2017. During the E-voting period, all members of the Company holding shares in any form i.e. physical or dematerialised may cast their vote electronically. Members desiring to exercise remote E-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the Tenth Annual General Meeting.

This communication is an integral part of the Notice dated May 12, 2017, for convening the Annual General Meeting of the Company.