

**Dilip Bharadiya**  
B.Com., A.C.A., F.C.S.  
Proprietor

**DILIP BHARADIYA & ASSOCIATES**  
COMPANY SECRETARIES

Phone : 91 - 22 - 2240 3756  
Mobile : 91 - 98202 90360  
Email : dilipbcs@gmail.com  
: dilip@csdilip.com

**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 9<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")**

**Ref: 9<sup>th</sup> Annual General Meeting (AGM) of the Aditya Birla Fashion and Retail Limited held on Wednesday, September 7, 2016**

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 25, 2016, 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 9<sup>th</sup> AGM of the Company held on September 7, 2016** ("said AGM"). I confirm that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rule 20 and the Securities Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 (effective from December 1, 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 May 25, 2016 of said AGM, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("**NSDL**").

The Company had appointed NSDL 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.

Contd . . 2



:: 2 ::

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 May 25, 2016, which were transacted at the said AGM of the Company. The Service Provider had set up e-Voting facility on their website, <https://www.evoting.nsdl.com>. The Company had also uploaded the Notice of the said AGM on the website of the Company i.e. [www.abfrel.com](http://www.abfrel.com), to facilitate the shareholders to cast their votes through e-Voting. Further, the service provider (NSDL) 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 29, 2016 i.e. the date fixed by the Company for the purposes of the said AGM and/or for the purposes of electronic voting conducted w.r.t. the said AGM ("said date") and all the dispatches were completed by August 13, 2016 as per the details mentioned below:

- a) to 90,506 shareholders by means of Registered Post/ Courier and
- b) to 70,671 shareholders by e-mail.

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 31, 2016. As prescribed in the Rules, the remote e-Voting facility was kept open for three days from Sunday, September 4, 2016, 9.00 a.m. onwards till Tuesday, September 6, 2016, 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 Thursday, August 14, 2016. 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 p.m. on September 6, 2016, the voting portal of the Service Provider was blocked forthwith. On September 7, 2016 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 16 hours 37 minutes and 16 seconds on September 7, 2016. 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.

Contd . . 3



:::3:::

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: September 9, 2016**



Annexure

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149011221	72.79%	149011221	0	100.00%	0.00%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149435221</b>	<b>73.00%</b>	<b>149435221</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	107210242	4187213	3.91%	4185876	1337	99.97%	0.03%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8230797</b>	<b>7.68%</b>	<b>8229151</b>	<b>1646</b>	<b>99.98%</b>	<b>0.02%</b>
<b>Total</b>		<b>769072394</b>	<b>614830135</b>	<b>79.94%</b>	<b>614828489</b>	<b>1646</b>	<b>100.00%</b>	<b>0.00%</b>

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			2 - Appointment of Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149346506	72.96%	148293487	1053019	99.29%	0.71%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149770506</b>	<b>73.17%</b>	<b>148717487</b>	<b>1053019</b>	<b>99.30%</b>	<b>0.70%</b>
Public Non Institutions	E-Voting	107210242	4187076	3.91%	4181794	5282	99.87%	0.13%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8230660</b>	<b>7.68%</b>	<b>8225069</b>	<b>5591</b>	<b>99.93%</b>	<b>0.07%</b>
<b>Total</b>		<b>769072394</b>	<b>615165283</b>	<b>79.99%</b>	<b>614106673</b>	<b>1058610</b>	<b>99.83%</b>	<b>0.17%</b>

Note: The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			3 - Re-appointment of Statutory Auditors and fixing their remuneration					
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
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149346506	72.96%	149294984	51522	99.97%	0.03%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149770506</b>	<b>73.17%</b>	<b>149718984</b>	<b>51522</b>	<b>99.97%</b>	<b>0.03%</b>
Public Non Institutions	E-Voting	107210242	4177494	3.90%	4174390	3104	99.93%	0.07%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8221078</b>	<b>7.67%</b>	<b>8217665</b>	<b>3413</b>	<b>99.96%</b>	<b>0.04%</b>
<b>Total</b>		<b>769072394</b>	<b>615155701</b>	<b>79.99%</b>	<b>615100766</b>	<b>54935</b>	<b>99.99%</b>	<b>0.01%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			4 - Fees to be paid by Members of the Company for service of documents through a particular mode of service					
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
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	148321441	72.46%	146655364	1666077	98.88%	1.12%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>148745441</b>	<b>72.67%</b>	<b>147079364</b>	<b>1666077</b>	<b>98.88%</b>	<b>1.12%</b>
Public Non Institutions	E-Voting	107210242	4187042	3.91%	4168716	18326	99.56%	0.44%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8230626</b>	<b>7.68%</b>	<b>8211991</b>	<b>18635</b>	<b>99.77%</b>	<b>0.23%</b>
<b>Total</b>		<b>769072394</b>	<b>614140184</b>	<b>79.85%</b>	<b>612455472</b>	<b>1684712</b>	<b>99.73%</b>	<b>0.27%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			5 - Issuance of Non-Convertible Debentures for an amount of upto 1,250 crore, on private placement basis					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149346506	72.96%	149068594	277912	99.81%	0.19%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149770506</b>	<b>73.17%</b>	<b>149492594</b>	<b>277912</b>	<b>99.81%</b>	<b>0.19%</b>
Public Non Institutions	E-Voting	107210242	4185982	3.90%	4171056	14926	99.64%	0.36%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8229566</b>	<b>7.68%</b>	<b>8214331</b>	<b>15235</b>	<b>99.81%</b>	<b>0.19%</b>
<b>Total</b>		<b>769072394</b>	<b>615164189</b>	<b>79.99%</b>	<b>614871042</b>	<b>293147</b>	<b>99.95%</b>	<b>0.05%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			6 - Increase in overall Borrowing Limits of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149346506	72.96%	149068594	277912	99.81%	0.19%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149770506</b>	<b>73.17%</b>	<b>149492594</b>	<b>277912</b>	<b>99.81%</b>	<b>0.19%</b>
Public Non Institutions	E-Voting	107210242	4186189	3.90%	4167908	18281	99.56%	0.44%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8229773</b>	<b>7.68%</b>	<b>8211183</b>	<b>18590</b>	<b>99.77%</b>	<b>0.23%</b>
<b>Total</b>		<b>769072394</b>	<b>615164396</b>	<b>79.99%</b>	<b>614867894</b>	<b>296502</b>	<b>99.95%</b>	<b>0.05%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			7 - Creation of Charge/ Mortgage on assets of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held [1]	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
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	137186130	67.02%	136908218	277912	99.80%	0.20%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>137610130</b>	<b>67.23%</b>	<b>137332218</b>	<b>277912</b>	<b>99.80%</b>	<b>0.20%</b>
Public Non Institutions	E-Voting	107210242	4181162	3.90%	4171307	9855	99.76%	0.24%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8224746</b>	<b>7.67%</b>	<b>8214582</b>	<b>10164</b>	<b>99.88%</b>	<b>0.12%</b>
<b>Total</b>		<b>769072394</b>	<b>602998993</b>	<b>78.41%</b>	<b>602710917</b>	<b>288076</b>	<b>99.95%</b>	<b>0.05%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			8 - Revision in limits of remuneration of Mr. Pranab Barua, Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held [1]	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
			[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	457164117	410974132	89.90%	410974132	0	100.00%	0.00%
	Poll (E-voting at AGM)		46189985	10.10%	46189985	0	100.00%	0.00%
	<b>Total</b>		<b>457164117</b>	<b>100.00%</b>	<b>457164117</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Institutions	E-Voting	204698035	149346506	72.96%	149346506	0	100.00%	0.00%
	Poll (E-voting at AGM)		424000	0.21%	424000	0	100.00%	0.00%
	<b>Total</b>		<b>149770506</b>	<b>73.17%</b>	<b>149770506</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public Non Institutions	E-Voting	107210242	4186380	3.90%	4164893	21487	99.49%	0.51%
	Poll (E-voting at AGM)		4043584	3.77%	4043275	309	99.99%	0.01%
	<b>Total</b>		<b>8229964</b>	<b>7.68%</b>	<b>8208168</b>	<b>21796</b>	<b>99.74%</b>	<b>0.26%</b>
<b>Total</b>		<b>769072394</b>	<b>615164587</b>	<b>79.99%</b>	<b>615142791</b>	<b>21796</b>	<b>100.00%</b>	<b>0.00%</b>

**Note:** The percentages calculated in column nos. 3, 6 and 7 are being rounded off to two decimal places

