



ADITYA BIRLA FASHION AND RETAIL LIMITED
(formerly known as Pantaloons Fashion & Retail Limited)

Declaration of Results of voting of the 9th Annual General Meeting of Aditya Birla Fashion and Retail Limited ("Company") held on September 7, 2016

The 9th Annual General Meeting of the Company was held on September at 3.00 p.m at Ravindra Natya Mandir, PL Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025, Maharashtra. The Company had extended the facility of Remote E-voting to the Members of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 9th Annual General Meeting of the Company ("**said AGM**") pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Remote E-voting**"). The Remote E-voting had commenced on Sunday, September 4, 2016 at 09.00 a.m. and ended on Tuesday, September 6, 2016 at 05.00 p.m.

Also, pursuant to the provisions of the Companies Act, 2013 and more particularly in terms of the Companies (Management and Administration) Rules, 2014 (as amended), the member(s) attending the said AGM, who had not voted through the Remote E-voting, were given an opportunity to participate in the voting on the resolutions proposed in the Notice of the said AGM, by means of tablet based E-voting conducted at the said AGM ("**E-voting at AGM**").

The Board of Directors had appointed Mr. Dilip Bharadiya, Practising Company Secretary as the Scrutinizer for remote E-voting and for E-voting at the said AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes cast upto the close of Remote E-voting on September 6, 2016 and votes cast by means of E-voting at AGM and submitted his report on September 9, 2016.

Consolidated Results of Remote E-voting and E-voting at AGM as per the Scrutinizers' Report dated September 9, 2016 are annexed hereto as **Annexure A**.

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

701-704, 7th Floor, Skyline Icon Business Park,
86-92, Off A. K. Road, Marol Village, Andheri East,
Mumbai, Maharashtra-400059, India

CIN L18101MH2007PLC233901
Tel +91 86529 05000
Fax +91 86529 05400

Website www.abfrl.com
E-mail abfrl@adityabirla.com





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Based on the consolidated Report of the Scrutinizer, it is hereby declared that all Resolution(s) as set out in the Notice of 9th Annual General Meeting have been duly approved by the Members with requisite majority and directed that the resolutions be recorded in the minutes book recording the proceedings of General Meetings of the Members.

For Aditya Birla Fashion and Retail Limited

**PRANAB
BARUA**

Pranab Barua
Chairman of the said AGM



Date : September 9, 2016
Place : Mumbai

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ADITYA BIRLA



FASHION & RETAIL

Annexure A

Date of the Annual General Meeting:	September 7, 2016
Total number of shareholders on record date (i.e. the Cut-off Date):	1,60,286
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	89
• Promoter and Promoter Group:	2
• Public:	87
No. of shareholders attended the meeting through Video Conferencing	NIL
• Promoter and Promoter Group:	NIL
• Public:	NIL



ADITYA BIRLA**FASHION & RETAIL****Agenda wise combined result of Remote E-voting and E-voting at the said AGM:**

Resolution required: (Ordinary/ Special)	1. Adoption of Audited Financial Statements - ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,90,11,221	72.79	14,90,11,221	0	100.00	0.00
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,94,35,221	73.00	14,94,35,221	0	100.00	0.00
Public- Non Institutions	E-Voting	10,72,10,242	41,87,213	3.91	41,85,876	1,337	99.97	0.03
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,30,797	7.68	82,29,151	1,646	99.98	0.02
Total		76,90,72,394	61,48,30,135	79.94	61,48,28,489	1,646	100.00	0.00

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,93,46,506	72.96	14,82,93,487	10,53,019	99.29	0.71
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,97,70,506	73.17	14,87,17,487	10,53,019	99.30	0.70
Public- Non Institutions	E-Voting	10,72,10,242	41,87,076	3.91	41,81,794	5,282	99.87	0.13
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,30,660	7.68	82,25,069	5,591	99.93	0.07
Total		76,90,72,394	61,51,65,283	79.99	61,41,06,673	10,58,610	99.83	0.17

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



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Resolution required: (Ordinary/ Special)	3. Re-appointment of Statutory Auditors and fixing their remuneration - ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,93,46,506	72.96	14,92,94,984	51,522	99.97	0.03
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,97,70,506	73.17	14,97,18,984	51,522	99.97	0.03
Public- Non Institutions	E-Voting	10,72,10,242	41,77,494	3.90	41,74,390	3,104	99.93	0.07
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,21,078	7.67	82,17,665	3,413	99.96	0.04
Total		76,90,72,394	61,51,55,701	79.99	61,51,00,766	54,935	99.99	0.01

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



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Resolution required: (Ordinary/ Special)	4. Fees to be paid by Members of the Company for service of documents through a particular mode of service – ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,83,21,441	72.46	14,66,55,364	16,66,077	98.88	1.12
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,87,45,441	72.67	14,70,79,364	16,66,077	98.88	1.12
Public- Non Institutions	E-Voting	10,72,10,242	41,87,042	3.91	41,68,716	18,326	99.56	0.44
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,30,626	7.68	82,11,991	18,635	99.77	0.23
Total		76,90,72,394	61,41,40,184	79.85	61,24,55,472	16,84,712	99.73	0.27

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Resolution required: (Ordinary/ Special)	5. Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 crore, on private placement basis - SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,93,46,506	72.96	14,90,68,594	2,77,912	99.81	0.19
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,97,70,506	73.17	14,94,92,594	2,77,912	99.81	0.19
Public- Non Institutions	E-Voting	10,72,10,242	41,85,982	3.90	41,71,056	14,926	99.64	0.36
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,29,566	7.68	82,14,331	15,235	99.81	0.19
Total		76,90,72,394	61,51,64,189	79.99	61,48,71,042	2,93,147	99.95	0.05

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



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Resolution required: (Ordinary/ Special)	6. Increase in overall borrowing limits of the Company - SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,93,46,506	72.96	14,90,68,594	2,77,912	99.81	0.19
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,97,70,506	73.17	14,94,92,594	2,77,912	99.81	0.19
Public- Non Institutions	E-Voting	10,72,10,242	41,86,189	3.90	41,67,908	18,281	99.56	0.44
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,29,773	7.68	82,11,183	18,590	99.77	0.23
Total		76,90,72,394	61,51,64,396	79.99	61,48,67,894	2,96,502	99.95	0.05

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.





Resolution required: (Ordinary/ Special)	7. Creation of Charge/ Mortgage on assets of the Company - SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public- Institutions	E-Voting	20,46,98,035	13,71,86,130	67.02	13,69,08,218	2,77,912	99.80	0.20
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	13,76,10,130	67.23	13,73,32,218	2,77,912	99.80	0.20
Public- Non Institutions	E-Voting	10,72,10,242	41,81,162	3.90	41,71,307	9,855	99.76	0.24
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,24,746	7.67	82,14,582	10,164	99.88	0.12
Total		76,90,72,394	60,29,98,993	78.41	60,27,10,917	2,88,076	99.95	0.05

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.



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Resolution required: (Ordinary/ Special)	8. Revision in limits of remuneration of Mr. Pranab Barua, Managing Director of the Company – SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45,71,64,117	41,09,74,132	89.90	41,09,74,132	0	100.00	0.00
	Poll (E-voting at AGM)		4,61,89,985	10.10	4,61,89,985	0	100.00	0.00
	Total	45,71,64,117	45,71,64,117	100.00	45,71,64,117	0	100.00	0.00
Public-Institutions	E-Voting	20,46,98,035	14,93,46,506	72.96	14,93,46,506	0	100.00	0.00
	Poll (E-voting at AGM)		4,24,000	0.21	4,24,000	0	100.00	0.00
	Total	20,46,98,035	14,97,70,506	73.17	14,97,70,506	0	100.00	0.00
Public- Non Institutions	E-Voting	10,72,10,242	41,86,380	3.90	41,64,893	21,487	99.49	0.51
	Poll (E-voting at AGM)		40,43,584	3.77	40,43,275	309	99.99	0.01
	Total	10,72,10,242	82,29,964	7.68	82,08,168	21,796	99.74	0.26
Total		76,90,72,394	61,51,64,587	79.99	61,51,42,791	21,796	100.00	0.00

Note: The percentages calculated in Column Nos. 3, 6 and 7 have been rounded off to Two Decimal Places.

