



## **ADITYA BIRLA FASHION AND RETAIL LIMITED**

(formerly known as Pantaloons Fashion & Retail Limited)

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

**CIN:** L18101MH2007PLC233901; **Web:** [www.abfrl.com](http://www.abfrl.com); **Email:** [secretarial.abfrl@adityabirla.com](mailto:secretarial.abfrl@adityabirla.com);

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

### **NOTICE OF NINTH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Ninth Annual General Meeting of the Members of Aditya Birla Fashion and Retail Limited will be held on Wednesday, September 7, 2016, at 3:00 p.m. at Ravindra Natya Mandir, PL Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025, Maharashtra, 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, 2016 and the Report(s) 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 - Re-appointment of Statutory Auditors and fixing their remuneration:**

To appoint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of fourteenth Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Audit and Auditors) Rules, 2014 and other applicable statutes and laws, if any (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors (hereinafter referred to as “Board”) and the Board, M/s. S R B C & Co. LLP, Chartered Accountants [ICAI Firm Registration Number 324982E/ E300003], the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of this Ninth Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting of the Company, at such remuneration as the Board of Directors (which term shall be deemed to include Audit Committee thereof) may fix in this behalf.”

#### **SPECIAL BUSINESS**

##### **Item No. 4 - Fees to be paid by Members of the Company for service of documents through a particular mode of service:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 (“the Act”) read with relevant Rules made thereunder and all other applicable provisions of the Act and the Rules, if any (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Company, be and is hereby accorded to charge, from any member, the fee in advance, equivalent to the estimated actual expenses of delivery of any document(s), pursuant to any specific request made by such member for delivery of any document(s) of the Company to him/ her, through any particular mode of service of document(s) as mentioned in Section 20 of the Act, provided, such request alongwith the requisite fee has been duly received by the Company, atleast one week in advance of the dispatch of such document(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**Item No. 5 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 crore, on private placement basis**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (“Rules”), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (“Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and all other applicable provisions of the Act, Rules, Regulations, Listing Regulations and such other applicable laws, rules, regulations, guidelines (“other applicable laws”) (including any statutory amendment(s) or modification(s) or re-enactment(s) 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, through Private Placement, in one or more tranches, during a period of 12 (twelve) months from the conclusion of the Ninth Annual General Meeting, to such person or persons (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 Committee(s) thereof or such other person(s) 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 Rules and/ or Regulations and/ or Listing Regulations and/ or other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s) as may be deemed 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(s)/ document(s)/ undertaking(s)/ agreement(s)/ paper(s)/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Director(s) and/ or Key Managerial Personnel(s) and/ or officer(s) of the Company.”

**Item No. 6 - Increase in overall borrowing limits of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company at the Seventh Annual General Meeting of the Company held on August 27, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) read with rules made thereunder and pursuant to all other applicable provisions of the Act, applicable rule(s), regulation(s), guideline(s), circular(s) etc. issued by the Reserve Bank of India and/ or any other appropriate authority, if any, and other applicable statutes and laws, if any (including any statutory modification or re-enactment thereof, for the time being in force), consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) for borrowing from time to time, any sum or sums of money at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company at such time, subject to such aggregate borrowings not exceeding the amount which is

₹ 3,500 Crore (Rupees Three Thousand Five Hundred Crore only) over and above the aggregate of the paid-up share capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company at any relevant time and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, to execute all such documents, instruments and writings as may be required.”

#### **Item No. 7 - Creation of Charge/ Mortgage on assets of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 (“the Act”) read with relevant Rules made thereunder and all other applicable provisions of the Act and the Rules, if any and any other applicable laws (including any statutory modification or re-enactment thereof, for the time being in force), and provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any duly constituted Committee(s) thereof or such other person(s) authorised by the Board) for creation of charge/ mortgage/ pledge/ hypothecation/ security in addition to existing charge/ mortgage/ pledge/ hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immovable properties, tangible or intangible assets of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/ to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/ partly convertible debentures and/ or Non-Convertible Debentures with or without detachable or non-detachable warrants and/ or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company including deferred sales tax loans availed/ to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre-payment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company or any other document, entered into/ to be entered into between the Company and the Lender(s)/ Agent(s)/ Trustee(s)/ State Government(s)/ Agency(ies) representing various state government and/ or other agencies etc. in respect of the said loans/ borrowings/ debentures/ securities/ deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/ Agent(s)/ Trustee(s)/ State Government(s)/ Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior/ pari passu/ subservient with/ to the mortgages and/ or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid.”

## **Item No. 8 - Revision in limits of remuneration of Mr. Pranab Barua, Managing Director of the Company**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 2(51), 196, 197, 203 read with the Schedule V of the Companies Act, 2013 (“the Act”), Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act, (including the rules, notifications, circulars, etc. issued thereunder or under the Companies Act, 1956) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any statutory modifications or re-enactments thereof, in force at the relevant time) and approvals of the Nomination and Remuneration Committee of the Board (“NRC”) and Board of Directors vide their resolutions dated April 30, 2016 and May 25, 2016 respectively and subject to the approval of the Central Government and such other approvals as may be required, consent of the Members of the Company, be and is hereby accorded to the revision in the limits of remuneration payable to Mr. Pranab Barua, Managing Director of the Company, alongwith other associated terms and conditions of his appointment, which will be applicable during his present tenure as the Managing Director of the Company i.e. upto October 24, 2018, more particularly as follows:

### **A. Remuneration:**

- a) Basic Salary: ₹ 9,98,446/- (Rupees Nine Lakh Ninety Eight Thousand Four Hundred and Forty Six) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 20,00,000/- (Rupees Twenty Lakh) per month.
- b) Special Allowance: ₹ 12,70,113/- (Rupees Twelve Lakh Seventy Thousand One Hundred and Thirteen) per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹ 33,00,000/- (Rupees Thirty Three Lakh) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave encashment.
- c) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject however to a maximum of ₹ 5,00,00,000/- (Rupees Five Crore) per annum.
- d) Long-term Incentive Compensation/ Employee Stock Option as per the plan applicable to the Senior Executives of the Company/ Aditya Birla Group including that of any parent/ subsidiary company as may be decided by the Board.
- e) Note: The limits specified above are the maximum limits.

### **B. Perquisites:**

- a) Housing: Free furnished accommodation or HRA in lieu of company provided accommodation.
- b) Reimbursement of expenses: At actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per company policy.
- c) Car: Two cars for use of Company's Business as per Company Car policy.
- d) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per company policy.
- e) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- f) Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- g) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company: As per policy of the company.
- h) Leave and encashment of leave: As per the policy of the Company.
- i) Personal accident Insurance Premium: As per the policy of the Company.
- j) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme: As per policy of the Company.

- k) Gratuity and/ or contribution to the Gratuity Fund of Company: As per the policy of the Company.
- l) Other Allowances/ benefits, perquisites: Any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/ or which may become applicable in the future and/ or any other allowance, perquisites as the Board from time to time decide.
- m) Any other one time/ periodic allowances/ benefits as may be decided by the Board as per the policies of the company.
- C.** Annual remuneration review is effective July 1 each year, as per the policy of the Company.
- D.** Subject as aforesaid, Mr. Barua shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- E.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Barua will be considered as continuous service with the Company from the date of his joining the Aditya Birla Group.
- F.** The aggregate of the remuneration and perquisites as aforesaid in any Financial Year shall not exceed the limit from time to time under the applicable provisions of the Act or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- G.** When in any Financial Year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Barua in accordance with the applicable provisions of the Act and subject to such approvals as may be required.
- H.** NRC will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment, from time to time.
- I.** So long as Mr. Pranab Barua functions as the Managing Director of the Company, he shall not be subject to retirement by rotation and shall not be paid any sitting fees for attending the meetings of the Board and/ or any Committee thereof.
- J.** Though considering the provisions of Section 188 of the Act, Mr. Barua would not be holding any office or place of profit by his being mere a director of the Company's Subsidiary(ies)/ Joint Venture(s), approval be and is hereby also granted by way of the abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending meetings of Board of Directors / Committee(s) of subsidiary(ies)/ Joint Venture(s) of the Company(ies) promoted by the Aditya Birla Group."
- K.** In the event of loss or inadequacy of profits in any year, the remuneration including the perquisites as aforesaid will be paid to Mr. Pranab Barua in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

By Order of the Board

Sd/-

**Geetika Anand**

Asst. Vice President and Company Secretary

Place : Bengaluru  
Date : May 25, 2016

**Details of Mr. Sushil Agarwal, Director seeking re-appointment as set out in Item No. 2 of this Notice, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings are as follows:**

<b>Name of Director</b>	Mr. Sushil Agarwal
<b>Date of Birth/ Age</b>	June 13, 1963/ 53 years
<b>Date of First Appointment</b>	August 6, 2009
<b>Director Identification Number</b>	00060017
<b>Qualification</b>	M. Com, C.A.
<b>Brief Profile including expertise in specific Functional Area</b>	<p>Mr. Sushil Agarwal is a qualified Chartered Accountant and holds a Master's degree in Commerce. He has over 25 years of experience in financial and broad array of 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, Whole Time Director &amp; Chief Financial Officer of Grasim Industries Ltd. and also a Director on the Board of several companies. In recognition of his contribution to the Aditya Birla Group, he was honored with the Chairman's "Exceptional Contributor Award" in the year 2000 and "Outstanding Leadership Award" in 2014.</p> <p>In 2013, he was named among India's best CFOs by Business Today in the category "Enhancing Competitiveness through M&amp;A". He was recognized for excellence by 'CFO 100' under the category 'Winning Edge in Strategy' in 2011, 'Winning Edge in M&amp;A' in 2014 and 'Winning Edge in Corporate Finance' in 2015 and 2016.</p>
<b>No. of Board Meetings attended during Financial Year 2015-16</b>	Mr. Agarwal attended all the 6 Board meetings conducted during the year.
<b>List of other Indian Public Limited Companies in which Directorships held <sup>(1)</sup></b>	<p>1) Aditya Birla Insurance Brokers Limited;</p> <p>2) Aditya Birla Health Insurance Company Limited;</p> <p>3) Grasim Industries Limited</p>
<b>Chairperson/ Member of Committees(s) of Board of Directors of the Company <sup>(2)</sup></b>	
Member: 1) Audit Committee; 2) Stakeholders Relationship Committee.	
<b>Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Member/ Chairperson <sup>(2)</sup></b>	
<b>Shareholders/ Investors Grievance Committee/ Share Transfer Committee</b>	Member: Grasim Industries Limited
<b>Shareholding in the Company</b>	1,19,829 Equity Shares

None of the Directors are related inter-se.

Note(s):

(1) Excludes directorships in the Company, Foreign Companies, Private Companies, Companies formed under Section 25 of the erstwhile Companies Act, 1956 and Companies formed under Section 8 of the Companies Act, 2013.

(2) As per the provisions of Regulation 26 of the SEBI Listing Regulations and Clause 49 of the erstwhile Listing Agreement, only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee are considered;

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

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

### **Item No. 4 - Fees to be paid by Members of the Company for service of documents through a particular mode of service:**

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post/ Registered post/ Speed post/ Courier/ delivering at his office address/ such electronic or other mode as may be prescribed.

It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

The proposed resolution is for the purpose of seeking approval of members of the Company for determination of such fees. The Board recommends the resolution set forth in Item No. 4 for approval of the Members.

None of the Director(s) 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 Ordinary Resolution, except to the extent of their equity holding in the Company, if any.

### **Item No. 5 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 crore, on private placement basis**

In order to avail the greater financial flexibility and considering increased fund requirements, post effectiveness of the Composite Scheme of arrangement amongst the Company, Aditya Birla Nuvo Limited ("ABNL"), Madura Garments Lifestyle Retail Company Limited ("MGLRCL") and their respective Shareholders and Creditors ("Composite Scheme"), Board of Directors (hereinafter referred as "Board" and which term shall include any Committee(s) of the Board), at its meeting held on May 25, 2016 approved issuance of NCDs of an amount of upto ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only), subject to Members' approval.

As per the provisions of Sections 42 and 71 of the Companies Act, 2013 read with Rules made thereunder ("the Act"), a company issuing and/ or offering and/or making an invitation to subscribe to and/or allot Non-Convertible Debentures ("NCDs") on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Accordingly, the Board proposes the Resolution for your consideration and recommends the passing of the Special Resolution set out at Item No. 5.

The Resolution set out at Item No. 5 enables the Board to offer or invite subscription for NCDs, on private placement basis, in one or more tranches, from time to time on such terms and conditions, including the issue price of the NCDs, upto an amount not exceeding ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only). The NCDs will be issued in accordance with the applicable provisions of the Act, relevant rules made thereunder and other applicable laws. The approval of the Members shall remain in force for a period of 12 months from the date of the Ninth Annual General Meeting of the Company i.e. upto September 6, 2017.

None of the Director(s) 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 equity holding in the Company, if any.

### **Item Nos. 6 & 7 - Approval for the increase in overall Borrowing Limits of the Company and Creation of Charge/ Mortgage on assets of the Company**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, Members of the Company had, vide their Special Resolution passed at the Seventh Annual General Meeting of the Company held on August 27, 2014, authorized the Board of Directors of the Company to borrow from time to time, any sum(s) of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 2,000 Crore (Rupees Two Thousand Crore only).

Keeping in view your Company's business requirements, growth plans and increased fund requirements, post effectiveness of the Composite Scheme, it is proposed to increase the overall borrowing limits of the Company under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").

Further, the borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to increase the borrowing limits and to mortgage and/ or create a charge on any of the moveable and/ or immovable properties and/ or the whole or any part of the undertaking(s) of your Company to secure its borrowings. The resolutions as set out in item nos. 6 and 7 of this Notice are accordingly recommended for your approval.

None of the Director(s) 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 equity holding in the Company, if any.

**Item No. 8 - Revision in limits of remuneration of Mr. Pranab Barua, Managing Director of the Company**

Pursuant to the effectiveness of the Composite Scheme, Madura Fashion, the branded apparel retailing division of ABNL and Madura Lifestyle, a luxury branded apparel retailing division of MGLRCL, forms part of the Company w.e.f. April 1, 2015 (i.e. the Appointed Date as per the Composite Scheme) and collectively form a division of the Company viz. Madura Fashion & Lifestyle division ("MFL").

Mr. Pranab Barua- Managing Director of the Company, was an employee of MFL. Accordingly, by virtue of the effectiveness of the Composite Scheme, Mr. Barua, became an employee of the Company w.e.f. April 1, 2015. Further, in accordance with the Executive Remuneration Philosophy of the Company and by virtue of the approval of the Board of Directors and Nomination and Remuneration Committee thereof, Mr. Barua's remuneration as the Managing Director of the Company was revised simply to the extent of inclusion of the remuneration paid on behalf of MFL to Mr. Barua before effectiveness of the Composite Scheme.

Disclosures required in terms of Schedule V of the Companies Act, 2013 ("the Act") and Clause 1.2.5 of the Secretarial Standards on General Meetings are as follows:

<b>Details of Mr. Pranab Barua</b>	
Date of Birth and Age	September 21, 1957 - 63 Years
Date of First appointment on the Board	January 23, 2009 <sup>(1)</sup>
Qualification	Graduate in English Honors
Profile/ Background including experience	Mr. Pranab Barua is a Graduate in English Honours from St. Stephens College, New Delhi and has attended many advanced management programmes in India and abroad. He has over 40 years of experience across multiple industries. Before joining the Aditya Birla Group, he was working with a private equity group and their portfolio company. Prior to that he was the Chairperson and Managing Director of Reckitt Benckiser and he has also served as the Regional Director of Reckitt Benckiser for South Asia, Foods Director of Hindustan Unilever Limited and Sales and Marketing Director of Brooke Bond India Limited.

Note:

(1) Mr. Pranab Barua was appointed as the Non-executive Director of the Company w.e.f. January 23, 2009 and by virtue of the resolution passed at the meeting of the Board of Directors of the Company held on October 25, 2013, he was re-designated as the Managing Director of the Company. Approval of the Members of the Company was availed at their Seventh Annual General Meeting held on August 27, 2014.



Recognition or awards	Mr. Barua was honoured with the "Leader of Leaders Award" in the year 2011 from Chairman of Aditya Birla Group.																				
Job profile and his suitability	Mr. Pranab Barua has been associated with Aditya Birla Group for more than 8 years and has extensive on-the-job experience in various corporate matters. He looks after one of the Core Business Verticals of the Group i.e. Apparel and Retail.																				
Past Remuneration drawn from the Company <sup>(2)</sup>	(Amount in ₹ Lakh) <table border="1"> <thead> <tr> <th>Particulars of Remuneration</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Gross salary</td> <td></td> </tr> <tr> <td>a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</td> <td>454.72</td> </tr> <tr> <td>b. Value of perquisites u/s 17(2) Income-tax Act, 1961</td> <td>3.11</td> </tr> <tr> <td>c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961</td> <td>-</td> </tr> <tr> <td>Stock Options<sup>(3)</sup></td> <td>-</td> </tr> <tr> <td>Others, please specify</td> <td></td> </tr> <tr> <td>Company's Contribution to Provident Fund</td> <td>15.14</td> </tr> <tr> <td>Food coupon</td> <td>0.13</td> </tr> <tr> <td><b>Total</b></td> <td><b>473.10<sup>(4)</sup></b></td> </tr> </tbody> </table>	Particulars of Remuneration	Amount	Gross salary		a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	454.72	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	3.11	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Stock Options <sup>(3)</sup>	-	Others, please specify		Company's Contribution to Provident Fund	15.14	Food coupon	0.13	<b>Total</b>	<b>473.10<sup>(4)</sup></b>
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<b>Total</b>	<b>473.10<sup>(4)</sup></b>																				
Remuneration proposed	As enumerated in the Special Resolution set out at Item No. 8 of this Notice.																				
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Barua, his responsibilities, the industry benchmarks, the remuneration proposed to be paid from the Company commensurates with the remuneration packages paid to similar senior level appointee(s) in other companies in the industry.																				
Pecuniary relationship, directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Barua does not have any pecuniary relationship directly or indirectly with the Company or any Managerial personnel of the Company.																				
Shareholding in the Company	NIL																				
Relationship with other Directors and KMP of the Company	Mr. Barua is not related to any other Directors or Key Managerial Personnel of the Company																				
No. of Board Meetings attended during the year	Out of 6 Board Meetings conducted during the year, Mr. Barua attended 5 Meetings of the Company																				
Chairman/Member of Committee(s) of Board of Directors of the Company	Member of: 1. Corporate Social Responsibility Committee 2. Risk Management Committee																				

Note(s):

(2) Mr. Barua also holds office of Managing Director and draws remuneration in Aditya Birla Retail Limited ("ABRL"). Necessary approval pursuant to Section 203 of the Act has been obtained from Board of Directors.

(3) Mr. Pranab Barua has been granted 4,78,045 Stock Options of the Company. Out of the total Stock Options granted, 1,19,511 Stock Options were vested unto him on October 25, 2015. However none of the Stock Options vested were exercised by him during the year. Also, 1,09,091 and 88,384 Restricted Stock Units of the Company ("RSUs") were granted to Mr. Barua on October 25, 2013 and May 11, 2016, respectively. Such RSUs will vest unto him on October 25, 2016 and May 11, 2019 respectively, subject to the fulfilment of performance criteria.

(4) The remuneration paid to Mr. Pranab Barua during the year consists of and includes remuneration paid by both, Madura Fashion & Lifestyle division (which became one of the divisions of the Company upon effectiveness of the Composite Scheme w.e.f. April 1, 2015 i.e. the Appointed Date) as well as the Pantaloons division of the Company. The same includes an amount of ₹123.27 Lakh paid towards performance linked incentive for achievement of targets for the year 2014 - 15.

Directorships in other companies, if any <sup>(5)</sup>	Aditya Birla Retail Limited (Managing Director)																		
Details of Membership(s) or Chairmanship(s) in committees of other companies <sup>(6)</sup>	Member of Audit Committee - Aditya Birla Retail Limited																		
<b>Information of the Company</b>																			
Nature of industry	Branded Apparel and Accessories																		
Date of commencement of commercial production	May 14, 2007																		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																		
Financial performance based on given indicators <sup>(7)</sup>	(Amount in ₹ Crore)																		
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2015-16</th> <th>FY 2014-15</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>6,072.00</td> <td>1,853.51</td> </tr> <tr> <td>Total Expenses</td> <td>6,176.14</td> <td>2,081.65</td> </tr> <tr> <td>Profit/ (loss) before Taxes</td> <td>(104.14)</td> <td>(228.14)</td> </tr> <tr> <td>Less: Tax Expenses</td> <td>-</td> <td>-</td> </tr> <tr> <td>Profit/ (loss) after Taxes</td> <td>(104.14)</td> <td>(228.14)</td> </tr> </tbody> </table>	Particulars	FY 2015-16	FY 2014-15	Total Income	6,072.00	1,853.51	Total Expenses	6,176.14	2,081.65	Profit/ (loss) before Taxes	(104.14)	(228.14)	Less: Tax Expenses	-	-	Profit/ (loss) after Taxes	(104.14)	(228.14)
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Foreign investments or collaborations, if any	The Company, being in the apparel industry, keeps on engaging itself with numerous foreign brands, in its ordinary course of business.																		
Reasons of loss or inadequate profits	The Company was in the process of consolidation in the year under review which led to one-time merger expenses and inter-divisional profit elimination. Further, the depreciation cost was higher during the year as the Company had reassessed the useful life of leasehold improvements and immovable fixtures w.r.t. its "Pantaloons" business, from the period of lease to six years, as the same better reflects the expected usage of such assets.																		
Steps taken or proposed to be taken for improvement	The Company's Strategy is to: <ol style="list-style-type: none"> <li>1. Drive growth through expansion in new markets even while increasing penetration in existing markets.</li> <li>2. Focus on cost management and improving productivity across the value chain.</li> <li>3. Address emerging opportunities in Online business through implementation of an omni channel and clear digitization strategy.</li> <li>4. Continue to fill white spaces in portfolio with appropriate organic and inorganic actions.</li> </ol>																		

Note(s):

(5) Excludes directorships in the Company, Foreign Companies, Private Companies, Companies formed under Section 25 of the erstwhile Companies Act, 1956 and Companies formed under Section 8 of the Act.

(6) As per the provisions of Regulation 26 of the SEBI Listing Regulations and Clause 49 of the erstwhile Listing Agreement, only two committees viz. Audit Committee and Stakeholders/ Investors Grievance Committee are considered.

(7) The figures as on March 31, 2016, include figures of the Madura Fashion & Lifestyle division alongwith the figures of the Pantaloons division, whereas the figures as on March 31, 2015 represent figures only w.r.t. Pantaloons division and therefore both are not comparable.

<p>Expected increase in productivity and profits in measurable terms.</p>	<p>The Company's diverse portfolio and its continued investment in design, product and innovation is expected to help deliver a superior and compelling consumer proposition in terms of choice and offerings at a great value. The deep distribution reach and penetration combined with the strength of its brands will help in increasing the consumer base even while creating a large revenue base. Continued focus on productivity, efficiency and cost reduction will help increase the profitability of the business. The proposed implementation of pay commission and increased inflow of FDI into the country will help improve the consumer sentiment and consumption of discretionary products like Apparel creating greater possibilities for growth. With all the internal and external factors the Company is targeting to improve growth and hence the profitability and profits of the business in the coming years.</p>
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Special Resolution set out at Item No. 8 of this Notice, seeks approval of the Members of the Company to approve the revision in the limits of the remuneration payable to Mr. Barua.

Mr. Pranab Barua, Managing Director of the Company, is concerned and/ or interested in the resolution concerning this matter, to the extent of revision in his remuneration.

Except Mr. Barua and his relatives, none of the Director(s) 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 equity holding in the Company, if any.

By Order of the Board

Sd/-

**Geetika Anand**

Asst. Vice President and Company Secretary

Place : Bengaluru  
Date : May 25, 2016

## 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 ("the Act"), which sets out details relating to Special Business 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.**

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

**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.**

**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. DIRECTORS 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 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI Listing Regulations")**

Brief resume of Director(s) who is/ are proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, disclosure of relationships between directors inter-se, number

of listed entities 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, are provided in the Corporate Governance Report forming part of the Annual Report. The same also forms part of this Notice.

## **6. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Section 101 and Section 136 of the Act, read with 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.abfirl.com](http://www.abfirl.com) and also forming part of this Notice, to Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company or to the Company.

Members holding shares in demat 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 Ninth Annual General Meeting and the Annual Report for 2015-16 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. For any communication, the members may also send requests to the Company's investor email id i.e. [secretarial.abfirl@adityabirla.com](mailto:secretarial.abfirl@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 Personnels 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, except Saturdays, 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 "Shareholders' Information" Section of the Annual Report 2015-16.**

## **11. Members/ proxies should bring their Attendance Slip/ Proxy Form sent herewith, duly filled in, for attending the AGM.**

## **12. 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 AGM by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Wednesday, August 31, 2016 i.e. the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote e-voting).

b. The remote e-voting period will commence at Sunday, September 4, 2016 at 9.00 a.m. and will end on Tuesday, September 6, 2016 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 of August 31, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member,

the member shall not be allowed to change it subsequently. In addition, the facility for voting through electronic voting system shall also be made available at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- c. 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 in a fair and transparent manner.
- d. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

**PROCEDURE FOR REMOTE E-VOTING**

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

- a) **E-Voting to commence** On Sunday, September 4, 2016 at 09.00 a.m.
- b) **E-Voting to end** On Tuesday, September 6, 2016 at 05.00 p.m.
- c) **URL** <https://www.evoting.nsdl.com/>

The instructions for remote E-voting are as under:

**A) In case of Members receiving an e-mail from NSDL:**

1. Open the attached PDF file “ABFRL Remote E-Voting.pdf” attached to the email, using your Client ID (*in case you are holding shares in demat mode*) or Folio No. (*in case you are holding shares in physical mode*) as password. The PDF file contains your User ID and Password for remote E-voting. Please note that the password is an “initial password”.
2. Launch an internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put “User ID” and “Password” as noted in initial password in step (1) above and Click Login. If you are already registered with NSDL for E-voting then you can use your existing User ID and Password. If you forgot your Password, you can reset your Password by using “Forgot User Details/Password” option available on <https://www.evoting.nsdl.com/>.
5. Password change menu shall appear. Change the Password with a new Password of your choice with minimum 8 digits/ characters or combination thereof. Please take a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
6. Home page of “E-voting” will open. Click on E-voting - Active Voting Cycles.
7. Select Electronic Voting Event Number (EVEN) of Aditya Birla Fashion and Retail Limited.
8. Now you are ready for remote E-voting as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Upon Confirmation, the message “Vote cast successfully” will be displayed.
11. Once you have confirmed the resolution, you will not be allowed to modify your vote.
12. Institutional members [i.e., other than Individuals, Hindu Undivided Family (HUF), Non-resident Indian (NRI), etc.] are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through an e-mail to [scrutinizer.abfrl@adityabirla.com](mailto:scrutinizer.abfrl@adityabirla.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B) In case of Members receiving physical copy of the AGM Notice and Attendance Slip:**

1. Initial Password is as provided, as follows, at the bottom of the Attendance Slip.

Electronic Voting Event Number (EVEN)	User ID	Password/ Pin

2. Please follow all steps from Sr. No. 1 to Sr. No. 12 mentioned above, to cast vote.

**Other information:**

1. In case of any queries, you may refer to the “Frequently Asked Questions” (“FAQs”) for Members and “remote E-voting user manual” for members available at the “Downloads” sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or Board line No. of NSDL: +91 022 2499 4600/ 4738.
2. If you are already registered with NSDL for remote E-voting then you can use your existing User ID and Password/ PIN for casting your vote.
3. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. The Members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. The remote E-voting period commences on Sunday, September 4, 2016 at 09.00 a.m. and ends on Tuesday, September 6, 2016 at 05.00 p.m. The remote E-voting module shall be disabled by NSDL for voting thereafter.
6. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date i.e. Wednesday, August 31, 2016.
7. 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 obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [secretarial.abfrl@adityabirla.com](mailto:secretarial.abfrl@adityabirla.com)  
However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your Password, you can reset your Password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-22-990 or Board line No. i.e. +91 022 2499 4600/ 4738.
8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the cut-off date only shall be entitled to avail the facility of remote E-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. 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.
10. A Member can opt for only one mode of voting i.e. either through remote E-voting or by voting at the AGM. 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. Members who have voted by remote E-voting have the right to attend the Meeting and accordingly their presence shall be, counted for the purpose of Quorum.
11. Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access E-voting website of NSDL through their website viz. [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing User ID and Password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through ICICI direct website, you can also access the E-voting system of NSDL by using your existing User ID and Password for the E-voting system of NSDL.

#### **General Instructions:**

1. Mr. Dilip Bharadiya, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
2. 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 NSDL for all those Members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.
3. The Scrutinizer shall after the conclusion of E-voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, 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, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The results declared along with the Scrutinizer's Report shall be declared through following means of communication:
  - a. displayed on the Notice Board of the company at its Registered Office
  - b. shall be put on the website of the Company i.e. [www.abfrl.com](http://www.abfrl.com)
  - c. shall be put on the website of NSDL
  - d. shall be communicated to BSE Limited and National Stock Exchange of India Limited.
5. The results shall also be available for inspection at the Registered Office of the Company.

By Order of the Board

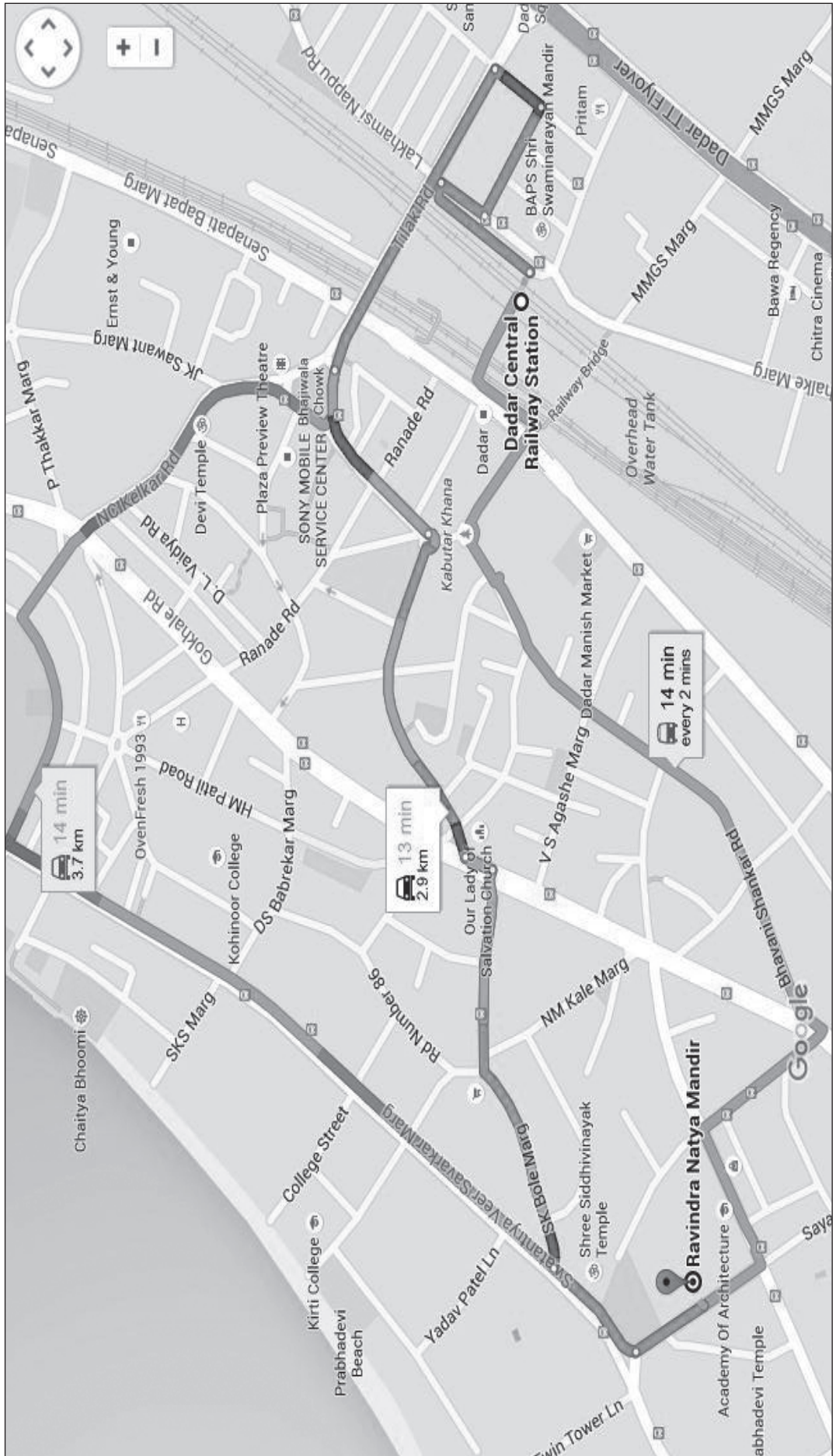
Sd/-

**Geetika Anand**

Asst. Vice President and Company Secretary

Place : Bengaluru  
Date : May 25, 2016

# ROUTE MAP - VENUE - 9<sup>TH</sup> ANNUAL GENERAL MEETING







## ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

**Registered Office:** 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra  
**CIN:** L18101MH2007PLC233901; **Web:** [www.abfrl.com](http://www.abfrl.com); **Email:** [secretarial.abfrl@adityabirla.com](mailto:secretarial.abfrl@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]*

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

*\*applicable in case of shares held in electronic form*

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

1. Name: .....  
 Address: .....  
 E – mail ID:..... Signature: ....., or failing him;
2. Name: .....  
 Address: .....  
 E – mail ID:..... Signature: ....., or failing him;
3. 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 Ninth Annual General Meeting of the Company, to be held on the Wednesday, September 7, 2016 at 3.00 p.m. at Ravindra Natya Mandir, PL Deshpande, Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025, Maharashtra, 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.	Re-appointment of Statutory Auditors and fixing their remuneration	Ordinary		
4.	Fees to be paid by Members of the Company for service of documents through a particular mode of service	Ordinary		
5.	Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,250 crore, on private placement basis	Special		
6.	Increase in overall Borrowing Limits of the Company	Special		
7.	Creation of Charge/ Mortgage on assets of the Company	Special		
8.	Revision in limits of remuneration of Mr. Pranab Barua, Managing Director of the Company	Special		

Signed this ..... day of ....., 2016  
 Signature of Shareholder .....  
 Signature of Proxy holder(s) .....

Affix  
 Re. 1  
 Revenue  
 Stamp

**Note:** (1) 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.  
 (2) Those members who have multiple folios with different jointholders may use copies of this Attendance slip/ proxy form.

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ADITYA BIRLA



## ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

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

**CIN:** L18101MH2007PLC233901; **Web:** [www.abfirl.com](http://www.abfirl.com); **Email:** [secretarial.abfirl@adityabirla.com](mailto:secretarial.abfirl@adityabirla.com);

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

### E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

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 Shareholders 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 Shareholders 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 from our website [www.abfirl.com](http://www.abfirl.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**

Asst. Vice President & Company Secretary

### E - COMMUNICATION REGISTRATION FORM

Folio No. / DP ID and Client ID: .....

Name of 1<sup>st</sup> Registered Holder : .....

Name of Joint Holder(s): .....

.....

Registered Address : .....

.....

.....

E-mail ID (to be registered): .....

I/ We Shareholder(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:** Shareholder(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, 7<sup>th</sup> 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](http://www.abfirl.com); **Email:** [secretarial.abfirl@adityabirla.com](mailto:secretarial.abfirl@adityabirla.com)

**Tel:** +91 86529 5000; **Fax:** +91 86529 5400

**ATTENDANCE SLIP FOR 9<sup>th</sup> ANNUAL GENERAL MEETING ON SEPTEMBER 7, 2016 AT 3.00 P.M**

(to be handed over at the registration counter)

Name:
Address:
Folio No./ DPID and Client ID:
No. of Equity Shares:

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder of the Company. I hereby record my presence at the 9<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) of the Company at Ravindra Natya Mandir, PL Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai - – 400025, Maharashtra.

\_\_\_\_\_  
First/ Sole holder/ Proxy

\_\_\_\_\_  
Second holder/ Proxy

\_\_\_\_\_  
Third holder/ Proxy

Dear Member,

**Subject: Voting through electronic means (E-voting)**

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, the Company is pleased to offer E-voting facility to members so as to cast vote electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Wednesday, September 7, 2016 at Ravindra Natya Mandir, PL Deshpande Maharashtra Kala Academy, Near Siddivinayak Temple, Sayani Road, Prabhadevi, Mumbai, Maharashtra - 400025.

The Company has engaged National Securities Depository Limited (NSDL) to provide the E-voting facility. The E-voting facility is available at the link <https://www.evoting.nsdl.com/>

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password / PIN
104477		

The E-voting facility will be available Commencing from Sunday, September 4, 2016 at 09.00 a.m. to Tuesday, September 6, 2016 at 05.00 p.m.

The cut-off date for the purpose of E-voting is Wednesday, August 31, 2016. 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 AGM.

This communication is an integral part of the Notice dated May 25, 2016, for convening the Ninth Annual General Meeting of the Company.