



August 22, 2019

BSE Limited
Scrip Code: **535755**

National Stock Exchange of India Limited
Symbol: **ABFRL**

Sub.: Voting Results of the Twelfth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on August 21, 2019 ["Twelfth AGM"]

Ref.: 1. Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"]
2. ISIN: INE647O01011

Dear Sir/ Madam,

This is in continuation to our letters dated July 27, 2019 and August 21, 2019 w.r.t. the Twelfth AGM of the Company ["said AGM"].

Enclosed herewith please find :

- a) 'Voting results' of the business transacted at the said AGM as '**Annexure - A**'; and
[in terms of Regulation 44(3) of SEBI Listing Regulations]
- b) 'Scrutinizer's Report' as '**Annexure - B**'
[in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

The same are also available at :

- a) www.abfrl.com [website of the Company] and
- b) www.evotingindia.com [website of CDSL].

Trust you will find the above in order.

Thanking You,
For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Vice President & Company Secretary

Encl.: a/a

ADITYA BIRLA



FASHION & RETAIL

Annexure A

Aditya Birla Fashion and Retail Limited

Date of AGM	August 21, 2019
Total number of shareholders on the Cut-off Date (i.e. August 14, 2019)	1,60,381
No. of shareholders present in the meeting either in person or through authorized representatives or through proxy:	108
• Promoter and Promoter Group	NIL
• Public	108
No. of shareholders attended the meeting through video conferencing	N.A.
• Promoter and Promoter Group Public	-
• Public	-



ADITYA BIRLA



Aditya Birla Fashion and Retail Limited								
Resolution Required : (Ordinary)			1 - Adoption of audited financial statements of the Company for the financial year ended on March 31, 2019 and the reports of the directors and auditors thereon					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	0	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	0	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	9,36,22,636	50,81,424	5.4276	50,79,970	1454	99.9714	0.0286
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		56,74,430	6.0610	56,72,976	1454	99.9744	0.03
Total		77,35,03,997	59,52,32,851	76.9528	59,52,31,397	1454	99.9998	0.0002

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



ADITYA BIRLA



Aditya Birla Fashion and Retail Limited								
Resolution Required : (Ordinary)			2 - Appointment of Mr. Pranab Barua, who retires by rotation and being eligible, offers himself for re-appointment					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,19,920	1,473	99.9712	0.0288
	Poll (E-voting at AGM)		5,93,006	0.6334	5,92,814	192	99.9676	0.0324
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	57,12,734	1,665	99.9709	0.0291
Total		77,35,03,997	59,53,99,142	76.9743	59,48,78,940	5,20,202	99.9126	0.0874

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			3 - Continuation of directorship of Mr. Arun Thiagarajan, Independent 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,222	5.4701	51,19,556	1,666	99.9675	0.0325
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,228	6.1035	57,12,562	1,666	99.9708	0.0292
Total		77,35,03,997	59,53,98,971	76.9743	59,42,92,004	11,06,967	99.8141	0.1859

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			4 - Re-appointment of Ms. Sukanya Kripalu as an Independent 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,18,421	2,972	99.9420	0.0580
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	57,11,427	2,972	99.9480	0.0520
Total		77,35,03,997	59,53,99,142	76.9743	59,33,06,027	20,93,115	99.6485	0.3515

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



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Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			5 - Approval for offer and invitation to subscribe to non-convertible debentures for an amount of upto Rs. 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	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000	0.0000
		-	0.0000	-	-	0.0000	0.0000	0.0000
		-	0.0000	-	-	0.0000	0.0000	0.0000
		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000	0.0000
Public Institutions	22,27,17,244	17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670	0.2670
		-	0.0000	-	-	0.0000	0.0000	0.0000
		-	0.0000	-	-	0.0000	0.0000	0.0000
		17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670	0.2670
Public Non Institutions	9,36,22,636	51,21,393	5.4703	51,19,566	1,827	99.9643	0.0357	0.0357
		5,93,006	0.6334	5,93,006	-	100.0000	0.0000	0.0000
		-	0.0000	-	-	0.0000	0.0000	0.0000
		57,14,399	6.1037	57,12,572	1,827	99.9680	0.0320	0.0320
Total	77,35,03,997	59,54,24,279	76.9775	59,49,48,385	4,75,894	99.9201	0.0799	0.0799

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			6 - Introduction of the 'Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2019' ("Scheme 2019")					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,557	7,48,836	85.3783	14.6217
	Poll (E-voting at AGM)		5,92,814	0.6332	5,92,814	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,207	6.1035	49,65,371	7,48,836	86.8952	13.1048
Total		77,35,03,997	59,54,24,087	76.9775	54,10,66,595	5,43,57,492	90.8708	9.1292

Notes:

1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
2. Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
3. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places





Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			7 - Extension of benefits of the Scheme 2019 to the employees of the holding and subsidiary company(ies) 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,407	7,48,986	85.3753	14.6247
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	49,65,413	7,48,986	86.8930	13.1070
Total		77,35,03,997	59,54,24,279	76.9775	54,10,66,637	5,43,57,642	90.8708	9.1292

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



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FASHION & RETAIL

Aditya Birla Fashion and Retail Limited								
Resolution Required : (Special)			8 - Implementation of Scheme 2019 through trust and consider: (a)authorising the trust for secondary acquisition of the equity shares of the Company; and (b)extending financial assistance/ provisioning of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2019.					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,216	7,49,177	85.3716	14.6284
	Poll (E-voting at AGM)		5,93,006	0.6334	5,92,814	192	99.9676	0.0324
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	49,65,030	7,49,369	86.8863	13.1137
Total		77,35,03,997	59,54,24,279	76.9775	53,83,05,940	5,71,18,339	90.4071	9.5929

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



CONSOLIDATED 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

Mr. Ashish Dikshit

Chairperson of the Twelfth Annual General Meeting

Aditya Birla Fashion and Retail Limited

701-704, 7th Floor, Skyline Icon Business Park,

86-92, Off A. K. Road,

Marol Village, Andheri East,

Mumbai - 400059

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Twelfth Annual General Meeting of Aditya Birla Fashion and Retail Limited held on Wednesday, August 21, 2019, from 3.00 p.m. onwards at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028 ("said AGM")

I, Dilip Bharadiya, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company of Aditya Birla Fashion and Retail Limited (*hereinafter referred to as "ABFRL"/ "Company"*), for the remote e-voting process and e-voting to be conducted at the said AGM (*hereinafter collectively referred to as "e-voting"*), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) ("*Act*") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("*SEBI Listing Regulations*"), submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. 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" or "invalid votes", to the Chairman of the said AGM, on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

Contd. . . 2



2. Notice:

The Notice dated Friday, July 26, 2019 alongwith the Statement stating out material facts under Section 102 of the Act, were sent to the members on Saturday, July 27, 2019 in respect of the belowmentioned resolutions passed at the said AGM.

The Company had also uploaded the Notice of the said AGM on its website i.e. www.abfml.com, to facilitate the members to cast their votes through remote e-voting.

The newspaper advertisement with respect to dispatch of Notices and conducting of voting through electronic means was published in an English newspaper i.e. The Business Standard (All India editions) and in a Marathi newspaper i.e. Navshakti (Mumbai Edition) on Sunday, July 28, 2019.

3. Dispatch of Notice convening the AGM

Link Intime India Private Limited is the Registrar and Transfer Agent for the Company ("RTA").

The Company had fixed Friday, July 12, 2019, as the cut-off date for the purpose of dispatch of Notice of the said AGM. Accordingly, the Company had, on Saturday, July 27, 2019, sent the Notice of the said AGM, via e-mail, to 95,281 members, who have registered their email IDs with the Company/ RTA and physical copies to 65,445 members who have not registered their e-mail IDs or who have specifically registered their request for the hard copy of the same. Thereafter, based on the bounced back e-mail cases, the dispatch of physical copies of the Notice to 7,515 members was completed by Saturday, August 10, 2019.

4. Cut-off date

The members of the company holding shares as on the cut-off date i.e. Wednesday, August 14, 2019, were entitled to vote on the resolutions as set out in the Notice of the said AGM.

5. Remote e-voting**a. Agency**

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider for providing e-voting facility for the said AGM. CDSL had set up

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an e-voting facility on its website i.e. www.evotingindia.com.

b. Remote e-voting period

The remote e-voting platform was open from Sunday, August 18, 2019 (9.00 a.m. IST) to Tuesday, August 20, 2019 (5.00 p.m. IST) and members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-voting platform provided by CDSL.

6. E-voting at the AGM Venue

The Company had engaged the services of CDSL for providing e-voting facility for the said AGM for the members who had not cast their votes by remote e-voting for which CDSL had arranged for e-voting at the venue of the AGM and the instructions to use the facility for e-voting were explained in detail in the Notice of the said AGM.

Accordingly, CDSL had provided the system for recording the votes of the members electronically through e-voting on all the items of the business transacted at the said AGM.

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 (as amended), for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the said AGM, the Scrutinizer shall, after closure of period of remote e-voting and before the start of the said AGM, have access to details such as name of the member, DP ID/Client ID, Folios and shareholding, relating to the members who have cast their votes through remote e-voting, but not the manner in which they have voted.

Accordingly, CDSL, after the closing of the e-voting i.e. at 5:00 p.m. on August 20, 2019, had provided us the aforesaid details with respect to the members who had cast their votes through remote e-voting. E-voting at the meeting concluded at 4:45 p.m. IST.

7. Completion of e-voting and counting process

Pursuant to the provisions of Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 (as amended), the votes cast by the members at the meeting were counted. Thereafter, the votes cast under remote e-voting facility were unblocked in presence of two witnesses, Nishita Jaiswal and Deepali Upadhyay who are not in the employment of the Company. They have signed below in confirmation of the

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votes being unblocked in their presence.



Ms. Nishita Jaiswal



Ms. Deepali Upadhyay

CDSL then provided the list of members who had cast their votes alongwith their holding details and the details of votes cast on the resolutions.

8. The Corporate members who had participated in the remote e-voting had provided scanned copy of the resolution passed by their board of directors authorizing them to exercise their votes through e-voting.

As a Scrutinizer, I, based on the reports generated from the e-voting system provided by CDSL and e-voting conducted at the said AGM, have scrutinized the votes cast through e-voting and present herewith the Scrutinizer's Report on the votes cast "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

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

Countersigned
For Aditya Birla Fashion and Retail Limited

Ashish Dikshit
Chairperson of the 12th AGM

Place : Mumbai, dated : August 22, 2019

Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			1 - Adoption of audited financial statements of the Company for the financial year ended on March 31, 2019 and the reports of the directors and auditors thereon					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	0	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	0	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		17,73,76,446	79.6420	17,73,76,446	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	9,36,22,636	50,81,424	5.4276	50,79,970	1454	99.9714	0.0286
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	0	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	0	0.0000	0.0000
	Total		56,74,430	6.0610	56,72,976	1454	99.9744	0.03
Total		77,35,03,997	59,52,32,851	76.9528	59,52,31,397	1454	99.9998	0.0002

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Ordinary)			2 - Appointment of Mr. Pranab Barua, who retires by rotation and being eligible, offers himself for re-appointment					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,69,84,231	5,18,537	99.7079	0.2921
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,19,920	1,473	99.9712	0.0288
	Poll (E-voting at AGM)		5,93,006	0.6334	5,92,814	192	99.9676	0.0324
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	57,12,734	1,665	99.9709	0.0291
Total		77,35,03,997	59,53,99,142	76.9743	59,48,78,940	5,20,202	99.9126	0.0874

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			3 - Continuation of directorship of Mr. Arun Thiagarajan, Independent 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,63,97,467	11,05,301	99.3773	0.6227
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,222	5.4701	51,19,556	1,666	99.9675	0.0325
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,228	6.1035	57,12,562	1,666	99.9708	0.0292
Total		77,35,03,997	59,53,98,971	76.9743	59,42,92,004	11,06,967	99.8141	0.1859

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			4 - Re-appointment of Ms. Sukanya Kripalu as an Independent 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,02,768	79.6987	17,54,12,625	20,90,143	98.8225	1.1775
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,18,421	2,972	99.9420	0.0580
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	57,11,427	2,972	99.9480	0.0520
Total		77,35,03,997	59,53,99,142	76.9743	59,33,06,027	20,93,115	99.6485	0.3515

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			5 - Approval for offer and invitation to subscribe to non-convertible debentures for an amount of upto Rs. 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	17,70,53,838	4,74,067	99.7330	0.2670
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	51,19,566	1,827	99.9643	0.0357
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	57,12,572	1,827	99.9680	0.0320
Total		77,35,03,997	59,54,24,279	76.9775	59,49,48,385	4,75,894	99.9201	0.0799

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			6 - Introduction of the 'Aditya Birla Fashion and Retail Limited Employee Stock Option Scheme 2019' ("Scheme 2019")					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,557	7,48,836	85.3783	14.6217
	Poll (E-voting at AGM)		5,92,814	0.6332	5,92,814	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,207	6.1035	49,65,371	7,48,836	86.8952	13.1048
Total		77,35,03,997	59,54,24,087	76.9775	54,10,66,595	5,43,57,492	90.8708	9.1292

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			7 - Extension of benefits of the Scheme 2019 to the employees of the holding and subsidiary company(ies) 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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,39,19,249	5,36,08,656	69.8027	30.1973
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,407	7,48,986	85.3753	14.6247
	Poll (E-voting at AGM)		5,93,006	0.6334	5,93,006	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	49,65,413	7,48,986	86.8930	13.1070
Total		77,35,03,997	59,54,24,279	76.9775	54,10,66,637	5,43,57,642	90.8708	9.1292

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places



Aditya Birla Fashion And Retail Limited								
Resolution Required : (Special)			8 - Implementation of Scheme 2019 through trust and consider: (a)authorising the trust for secondary acquisition of the equity shares of the Company; and (b)extending financial assistance/ provisioning of money by the Company to the trust to fund the acquisition of its equity shares, in terms of the Scheme 2019.					
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	Remote E-Voting	45,71,64,117	41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		41,21,81,975	90.1606	41,21,81,975	-	100.0000	0.0000
Public Institutions	Remote E-Voting	22,27,17,244	17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522
	Poll (E-voting at AGM)		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		17,75,27,905	79.7100	12,11,58,935	5,63,68,970	68.2478	31.7522
Public Non Institutions	Remote E-Voting	9,36,22,636	51,21,393	5.4703	43,72,216	7,49,177	85.3716	14.6284
	Poll (E-voting at AGM)		5,93,006	0.6334	5,92,814	192	99.9676	0.0324
	Postal Ballot (if applicable)		-	0.0000	-	-	0.0000	0.0000
	Total		57,14,399	6.1037	49,65,030	7,49,369	86.8863	13.1137
Total		77,35,03,997	59,54,24,279	76.9775	53,83,05,940	5,71,18,339	90.4071	9.5929

Notes:

- Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions
- Voting Rights of 8,77,835 shares pertaining to 5,544 Shareholders, forming part of Unclaimed Shares Suspense Account of the Company in terms of Regulation 39 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 remain frozen and they are included under Public Non Institutions.
- The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places

