



10th September, 2015

BSE Limited

PhirozeJeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Email: corp.relations@bseindia.com
Scrip Code: 500 303

National Stock Exchange of India Limited,

Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
Email: cmlist@nseco.in
Scrip Code: ABIRLANUVO

Dear Sirs,

Sub: Results of E-voting and Postal Ballot

Re: Composite Scheme of Arrangement amongst Aditya Birla Nuvo Limited and Madura Garments Lifestyle Retail Company Limited and Pantaloons Fashion & Retail Limited and their respective shareholders and creditors (the "Scheme")

Please note that the Hon'ble High court of Gujarat at Ahmedabad, vide its order dated 7th July, 2015 in Company Application No. 200 of 2015 ("the said order"), had directed the Company to convene the meetings of the Equity Shareholders, Secured Creditors and the Unsecured Creditors of the Company on 8th September, 2015, for the purpose of considering and approving the above referred Composite Scheme of Arrangement.

Further, we wish you to inform you that pursuant to the above order, the Company had conducted the process of Postal Ballot and E-Voting for approving the above Scheme by the Public Shareholders of the Company, in accordance with the Securities and Exchange Board of India ("SEBI"), Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 ("SEBI Circulars").

The Public Shareholders of the Company have approved the Scheme, with requisite majority and a copy of the resolution passed by the said shareholders is enclosed.

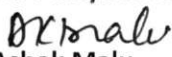
Details of voting results, as per Clause 35A of the Listing Agreement, is attached for your record and reference.

The above is for your information and records.

Thanking you,

Yours faithfully,

For Aditya Birla Nuvo Limited


Ashok Malu

Joint President & Company Secretary



Encl: as above

CC: Luxembourg Stock Exchange

Email : ost@bourse.lu

For Information Please

ADITYA BIRLA NUVO LIMITED

Details of the Voting Results As Per Clause 35A of the Listing Agreement

Period of Voting through Postal Ballot & E-Voting	From 8 th August, 2015, 9.00 a.m. to 7 th September, 2015, 5.00 p.m.
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Details of Agenda:

Details of Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of Hands/ Poll/ Postal Ballot/ E Voting)	Voting Results
Approval of the Composite Scheme of Arrangement amongst Aditya Birla Nuvo Limited and Madura Garments Lifestyle Retail Company Limited and Pantaloons Fashion & Retail Limited and their respective shareholders and creditors	Majority of those voting from Public category of shareholders of the Company	Postal Ballot and E-Voting by Public Shareholders of the Company	Approved by requisite majority

Details of Voting: Postal Ballot and E-Voting by Public Shareholders

Promoter/ Public	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 of votes 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
Promoters and Promoter Group	Promoters and Promoter Group shareholding of 7,44,44,697 equity shares (57.20% of the total share capital) have not been considered in the voting process (Pursuant to SEBI Circulars).						
Public - Institutional Holders	3,50,06,938	2,67,32,551	76.36%	2,67,32,551	0	100.00%	0.00%
Public – Others	2,06,90,691	8,93,701	4.32%	8,83,817	5,886	98.89%	0.66%
TOTAL	5,56,97,629	2,76,26,252	49.60%	2,76,16,368	5,886	99.96%	0.02%



Primal

ADITYA BIRLA



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY REQUISITE MAJORITY BY THE PUBLIC SHAREHOLDERS HOLDING EQUITY SHARES OF THE COMPANY BY POSTAL BALLOT AND E-VOTING ON 8TH SEPTEMBER, 2015 PURSUANT TO THE CIRCULARS ISSUED BY SECURITIES AND EXCHANGE BOARD OF INDIA BEARING NOS. CIR/CFD/DIL/5/2013 DATED 4TH FEBRUARY, 2013 AND CIR/CFD/DIL/8/2013 DATED 21ST MAY, 2013

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the observation letters issued by each of the BSE Limited and the National Stock Exchange of India Limited, both dated June 26, 2015, and relevant provisions of applicable laws, and subject to the approval of the High Court of Gujarat at Ahmedabad and the High Court of Judicature at Bombay, the Composite Scheme of Arrangement (the “**CompositeScheme**”), amongst (i) Aditya Birla Nuvo Limited, a public limited company incorporated under the Companies Act, 1956. having its registered office at Indian Rayon Compound, Veraval, Gujarat – 362 266, India (the “**First Demerged Company**”) and (ii) Madura Garments Lifestyle Retail Company Limited, a public limited company incorporated under the Companies Act, 1956, having its registered office at Indian Rayon Compound, Veraval, Gujarat – 362 266, India (the “**Second Demerged Company**”) and (iii) Pantaloons Fashion & Retail Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 701-704, 7th Floor, Skyline Icon Business Park, 86-92 Off A. K. Road, Marol Village, Andheri East, Mumbai – 400059, Maharashtra, India (the “**Resulting Company**”) and their respective shareholders and creditors, be and is hereby approved and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the High Court of Gujarat at Ahmedabad and/or the High Court of Judicature at Bombay while sanctioning the Composite Scheme, or by any other authorities under applicable law.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the First Demerged Company (herein referred to as the “**Board**”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the High Court of Gujarat at Ahmedabad and/or the High Court of Judicature at Bombay while sanctioning the Composite Scheme, or by any other authorities under applicable law.”

Certified True Copy
For Aditya Birla Nuvo Limited



Ashok Malu

Joint President & Company Secretary

CORPORATE ID NO. (CIN) L17199GJ1956PLC001107

Registered Office & Investor Service Centre :
Aditya Birla Nuvo Limited
Indian Rayon Compound,
Veraval 362 266, Gujarat, India

Tel +91 2876 245711, 248629
Fax +91 2876 243257, 243220 (Main)
E-mail abnlsecretarial@adityabirla.com
Website www.adityabirlanuvo.co.in
www.adityabirla.com

Corporate Office : A-4, Aditya Birla Centre,
S. K. Ahire Marg, Worli, Mumbai - 400 030.
Tel. : +91 22 6652 5561
Fax : +91 22 6652 5821