ADITYA BIRLA
FASHION & RETAIL

May 12, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051.

Sub.: Outcome of the Board Meeting of Aditya Birla Fashion and Retail Limited *(formerly known as Pantaloons Fashion & Retail Limited) ("the Company")* **held on May 12, 2017**
[Scrip Code: BSE – 535755; NSE – ABFRL]

Ref.: Regulation 30 *(read with Schedule III - Part A)* **, 33, 52 (5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** *("SEBI Regulations")*

Dear Sir/Madam,

Kindly note that the Board of Directors of the Company has, in its meeting held today i.e. on Friday, May 12, 2017 *("said Meeting"), inter alia* considered and approved:

(a) Issuance and allotment of Non-convertible Debentures ("NCDs") of upto ₹ 1250 Crore in one or more tranches, from time to time, subject to the approval of the Members at the ensuing Annual General Meeting; and

(b) The Audited Financial Results of the Company for the Quarter and Financial Year ended on March 31, 2017 ("Annual Financial Results").

The said Meeting commenced at 12.00 noon and concluded at 1.45 p.m.

Further, in reference to Point No. (b) above and pursuant to the applicable provisions of SEBI Regulations, please find enclosed herewith:

- Annual Financial Results;
- Auditors Report dated May 12, 2017, issued by the Statutory Auditors of the Company w.r.t. the Annual Financial Results and taken on record by the Board of Directors of the Company;
- Form A (for audit report with unmodified opinion); and
- Certificate issued by Axis Trustee Services Limited, Debenture Trustees to the Non-convertible Debentures issued by the Company.

Copy of the Investor Presentation issued in this regard is also enclosed herewith.

The above is for your information and record.

Please acknowledge receipt of the same. Thanking you,

Yours faithfully,
For **Aditya Birla Fashion and Retail Limited**

Geetika Anand
Asst. Vice President & Company Secretary
Encl.: a/a

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Central Depository Services (India) Ltd.
16th & 17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 023.

National Securities Depository Ltd.
Tradeworld, 4th & 5th Floors, Kamala Mills
Compound, Lower Parel, Mumbai – 400 013

ADITYA BIRLA
FASHION & RETAIL

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

STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

Rs. in Lakhs

Sr. No.	Particulars	Quarter Ended			Year Ended	
		March 31, 2017 (Audited) (Refer note 3)	December 31, 2016 (Unaudited)	March 31, 2016 (Audited) (Refer notes 3, 4 & 5)	March 31, 2017 (Audited)	March 31, 2016 (Audited) (Refer notes 4 & 5)
I	Revenue from Operations	1,62,512	1,70,666	1,43,623	6,63,298	6,03,458
II	Other Income	1,736	786	887	3,815	2,637
III	**Total Income (I + II)**	1,64,248	1,71,452	1,44,510	6,67,113	6,06,095
IV	**Expenses**					
	(a) Cost of Materials Consumed	14,237	15,315	19,911	60,687	63,922
	(b) Purchase of Stock-In-Trade	66,540	56,098	65,178	2,39,919	2,35,216
	(c) Change in Inventories of Finished Goods, Work-in-Progress and Stock-In-Trade	(7,589)	6,719	(20,259)	261	(23,962)
	(d) Employees Benefits Expense	16,228	18,412	14,039	70,580	62,053
	(e) Finance Costs	4,369	4,281	4,307	17,967	17,645
	(f) Depreciation and Amortisation Expense (Refer Note - 12)	6,581	6,512	16,196	24,247	33,809
	(g) Excise Duty	1,019	771	66	3,012	66
	(h) Rent Expense (Refer Note - 12)	27,703	29,607	20,014	1,08,710	90,315
	(i) Other Expenses	32,977	34,977	35,955	1,36,380	1,38,006
	Total Expenses	1,62,065	1,72,692	1,55,407	6,61,763	6,17,070
V	**Profit / (Loss) from Operations before Exceptional Items (III - IV)**	2,183	(1,240)	(10,897)	5,350	(10,975)
VI	Exceptional Items	-	-	-	-	-
VII	**Profit / (Loss) before Tax (V + VI)**	2,183	(1,240)	(10,897)	5,350	(10,975)
VIII	Tax Expense:					
	(1) Current Tax	-	-	-	-	-
	(2) Deferred Tax	-	-	-	-	-
IX	**Net Profit / (Loss) after tax (VII - VIII)**	2,183	(1,240)	(10,897)	5,350	(10,975)
X	Other Comprehensive Income	(557)	562	22	(871)	13
XI	**Total Comprehensive Income (IX + X)**	1,626	(678)	(10,875)	4,479	(10,962)
XII	Reserve excluding Revaluation Reserves	-	-	-	18,489	13,287
XIII	Earnings per equity share (of Rs. 10/- each) (not annualised) (including share suspense)					
	(a) Basic - Rs.	0.28	(0.16)	(1.41)	0.69	(1.42)
	(b) Diluted - Rs.	0.28	(0.16)	(1.41)	0.69	(1.42)

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AUDITED SEGMENTWISE REVENUE, RESULTS, ASSETS AND LIABILITIES FOR THE YEAR ENDED MARCH 31, 2017

Rs. in Lakhs

Sr. No.	Particulars	Quarter Ended			Year Ended	
		March 31, 2017 (Audited) (Refer note 3)	December 31, 2016 (Unaudited)	March 31, 2016 (Audited) (Refer notes 3, 4 & 5)	March 31, 2017 (Audited)	March 31, 2016 (Audited) (Refer notes 4 & 5)
I	**Segment Revenue**					
	Madura Fashion & Lifestyle	1,04,504	1,05,583	93,094	4,11,425	3,97,889
	Pantaloons	58,572	66,613	52,925	2,55,226	2,15,652
	Total Segmental Revenue	**1,63,076**	**1,72,196**	**1,46,019**	**6,66,651**	**6,13,541**
	Less: Inter Segment Revenue	564	1,530	2,396	3,353	10,083
	Net Sales / Income from Operations	**1,62,512**	**1,70,666**	**1,43,623**	**6,63,298**	**6,03,458**
II	**Segment Results (Profit before Finance Costs and Tax)**					
	Madura Fashion & Lifestyle	8,637	3,793	7,261	24,323	28,041
	Pantaloons	(2,182)	(593)	(10,785)	(1,735)	(15,650)
	Total Segment Result	**6,455**	**3,200**	**(3,524)**	**22,588**	**12,391**
	Less: Inter-Segment Result	(298)	(106)	(28)	(1,464)	2,627
	Net Segment Result	**6,753**	**3,306**	**(3,496)**	**24,052**	**9,764**
	Less: i) Interest	4,369	4,281	4,307	17,967	17,645
	ii) Other Un-allocable Expenditure / (Income) - net	201	265	3,094	735	3,094
	Profit / (Loss) after Finance Costs but before Exceptional Items	**2,183**	**(1,240)**	**(10,897)**	**5,350**	**(10,975)**
	Exceptional Items	-	-	-	-	-
	Total Profit / (Loss) before Tax	**2,183**	**(1,240)**	**(10,897)**	**5,350**	**(10,975)**
III	**Segment Assets**	**As on Mar. 31, 2017**	**As on Dec. 31, 2016**	**As on Mar. 31, 2016**	**As on Mar. 31, 2017**	**As on Mar. 31, 2016**
	Madura Fashion & Lifestyle	2,83,181	2,81,204	2,49,220	2,83,181	2,49,220
	Pantaloons	2,18,958	2,14,289	2,16,085	2,18,958	2,16,085
	Total Segment Assets	**5,02,139**	**4,95,493**	**4,65,305**	**5,02,139**	**4,65,305**
	Inter-Segment Eliminations	(1,417)	(4,139)	(8,540)	(1,417)	(8,540)
	Unallocated Corporate Assets	2,862	1,632	1,476	2,862	1,476
	Total Assets	**5,03,584**	**4,92,986**	**4,58,241**	**5,03,584**	**4,58,241**
IV	**Segment Liabilities**	**As on Mar. 31, 2017**	**As on Dec. 31, 2016**	**As on Mar. 31, 2016**	**As on Mar. 31, 2017**	**As on Mar. 31, 2016**
	Madura Fashion & Lifestyle	1,45,482	1,44,642	1,36,238	1,45,482	1,36,238
	Pantaloons	51,647	59,962	46,452	51,647	46,452
	Total Segment Liabilities	**1,97,129**	**2,04,604**	**1,82,690**	**1,97,129**	**1,82,690**
	Inter-Segment Eliminations	(253)	(2,678)	(5,913)	(253)	(5,913)
	Unallocated Corporate Liabilities	200	160	2,815	200	2,815
	Total Liabilities	**1,97,076**	**2,02,086**	**1,79,592**	**1,97,076**	**1,79,592**

Note:

The business of the Company is divided into two business segments – Madura Fashion & Lifestyle and Pantaloons. These segments are the basis for management decision and hence the basis for reporting.

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Notes:

1 STATEMENT OF AUDITED ASSETS AND LIABILITIES AS ON MARCH 31, 2017

Rs. in Lakhs

	Particulars	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited) (Refer notes 4 & 5)
A	**ASSETS**		
1	**Non-current Assets**		
	Property, Plant and Equipment	54,624	48,369
	Capital Work-in-progress	2,500	2,538
	Goodwill	1,85,960	1,79,522
	Other Intangible Assets	8,122	4,429
	Financial Assets		
	Loans	349	357
	Security Deposit	21,390	16,230
	Other financial assets	100	37
	Prepayments	5,367	3,634
	Other Non-current Assets	11,593	7,626
	Sub Total - Non-current Assets	**2,90,005**	**2,62,742**
2	**Current Assets**		
	Inventories	1,43,125	1,41,053
	Financial Assets		
	Loans	380	443
	Security Deposit	8,302	9,944
	Derivative Instruments	9	-
	Trade Receivables	45,387	31,238
	Cash & Cash Equivalent	4,433	1,906
	Bank balance other than above	13	18
	Other financial assets	2,309	3,403
	Prepayments	3,970	3,354
	Other Current Assets	5,651	4,140
	Sub Total - Current Assets	**2,13,579**	**1,95,499**
	TOTAL - ASSETS	**5,03,584**	**4,58,241**
B	**EQUITY AND LIABILITIES**		
1	**Equity**		
	Equity Share Capital	77,053	76,884
	Other Equity		
	Share Suspense Account	274	378
	Share premium	75,989	75,148
	Retained Earnings	(59,968)	(64,447)
	Other Reserves	2,468	2,586
	Total - Equity	**95,816**	**90,549**
2	**Non-current Liabilities**		
	Financial Liabilities		
	Borrowings	1,27,099	67,715
	Deposits	7,851	6,715
	Employee Benefit Obligation	1,232	858
	Liability for rent straight lining	5,560	3,937
	Other non-current liabilities	766	618
	Sub Total - Non-current Liabilities	**1,42,508**	**79,843**
3	**Current Liabilities**		
	Financial Liabilities		
	Borrowings	76,074	79,927
	Trade Payables	1,55,105	1,42,981
	Deposits	5,883	5,120
	Other financial liabilities #	11,107	43,253
	Deferred revenue	1,797	2,430
	Employee Benefit Obligation	8,585	6,598
	Liability for rent straight lining	1,550	2,155
	Other liabilities	5,159	5,385
	Sub Total - Current Liabilities	**2,65,260**	**2,87,849**
	Total Liabilities	**4,07,768**	**3,67,692**
	TOTAL - EQUITY AND LIABILITIES	**5,03,584**	**4,58,241**

 # Includes Current maturities of long term debt - Rs. 1,289 (March 31, 2016 - Rs. 37,340)

2 The above results have been reviewed and recommended by the Audit Committee and have been approved and taken on record by the Board of Directors at its meeting held on May 12, 2017.

3 The figures for the quarter ended March 31, 2017 and March 31, 2016 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2017 and March 31, 2016 and the unaudited published year-to-date figures upto December 31, 2016 and December 31, 2015 respectively being the dates of the end of the third quarters of the financial years which were subjected to limited review.

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4 The Company has adopted Indian Accounting Standards ("Ind AS") from April 1, 2016 and the date of transition is April 1, 2015. The impact of transition has been accounted for in opening reserves and the comparative period results has been restated accordingly.

5 The audit as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been completed by the Auditors of the Company and the related report is being submitted to the concerned stock exchange. The corresponding financial information of the Company for the quarter and year ended March 31, 2016 are in compliance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Company Affairs. Adjustments, made to the previously issued financial information prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS, have been reviewed by the Company's statutory auditor.

6 The following reconciliations of Net Loss and Equity are provided on account of transition from previous GAAP to Ind AS.

(i) Reconciliation of Net Loss from previous GAAP to Ind AS for the quarter and year ended March 31, 2016

Rs. in Lakhs

Particulars	Quarter Ended March 31, 2016 (Audited) (Refer notes 3, 4 & 5)	Year Ended March 31, 2016 (Audited) (Refer notes 4 & 5)
Net Loss as per Indian GAAP	**(10,982)**	**(10,414)**
Adjustments to restate to Ind AS:		
Unwinding of financial assets and liabilities	195	155
Derecognition of revenue net of related expenses	(36)	(727)
Rent free period (Lease Incentive) considered for rent straightlining	19	79
Others	(71)	(55)
Actuarial gains / (losses) of defined benefit plan being transferred to Other Comprehensive Income	(22)	(13)
Net Loss as per Ind AS	**(10,897)**	**(10,975)**

(ii) Reconciliation of Equity from previous GAAP to Ind AS as at March 31, 2016

Rs. in Lakhs

Particulars	As at March 31, 2016 (Audited) (Refer notes 4 & 5)
Equity as per Indian GAAP	**94,370**
Adjustments to restate to Ind AS:	
Reclassification of Preference shares	(51)
Unwinding of financial assets and liabilities	(216)
Derecognition of revenue net of related expenses	(2,363)
Rent free period (Lease Incentive) considered for rent straightlining	(1,119)
Others	(72)
Equity as per Ind AS	**90,549**

7 Previous periods figures have been regrouped / rearranged wherever necessary to conform to the current period's classification(s).

8 The Stakeholders Relationship Committee of the Board of Directors, vide its Circular Resolutions dated February 6, 2017, March 10, 2017 and April 28, 2017, allotted a total of 1,87,429 Equity Shares of Rs. 10/- each, pursuant to the exercise of Stock Options by eligible employees in terms of the Employee Stock Options Scheme – 2013.

9 Pursuant to 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"), Madura Undertaking of ABNL and MGL Retail Undertaking of MGLRCL ("demerged undertakings") were transferred to the Company on a going concern basis w.e.f. April 1, 2015 ("Appointed Date"). The effective date of the Scheme is January 9, 2016. The demerged undertakings collectively form a separate division of the Company viz. Madura Fashion & Lifestyle and Pantaloons Format business forms a separate division of the Company. Accordingly, financial results of the Company have been restated w.e.f. April 1, 2015 to include the Results of the demerged undertakings into the financial results of the Company.

Further, on effectiveness of the Composite Scheme, the Board of Directors of the Company ("Board"), approved issuance of 67,98,19,778 Equity Shares of the Company pursuant to the Composite Scheme, out of which 67,60,37,600 Equity Shares were allotted by the High Power Committee of the Board to the eligible shareholders of ABNL and MGLRCL on January 27, 2016 as per their respective share entitlements determined in the manner described in the Composite Scheme. In terms of Clause 21 of the Composite Scheme, the allotment of 37,82,178 Equity Shares of Rs. 10/- each ("said shares"), pertaining to the Non- Resident Shareholders of ABNL holding shares on repatriation basis ("NRE Shareholders") was kept pending until receipt of applicable regulatory approval(s).

Company evaluated various options for settling the lawful entitlements of such NRE Shareholders in terms of the provisions of the applicable laws and it has been advised the entitlements of NRE Shareholders can be credited to the accounts held by them on Non-repatriation basis (NRO), in India, if any. Accordingly, out of the said shares, the Company has, till date, allotted 10,41,504 Equity Shares (including 4,768 equity shares post March 31, 2017) of Rs. 10/- each to 279 NRE Shareholders who have provided their valid consent for allotment of their respective entitlements to their accounts held on Non-repatriation basis (NRO) in India along with valid details thereof.

Further, in terms of the RBI Circular No. 6 dated October 20, 2016 [RBI/2016-17/88 A.P. (DIR Series)] and pursuant to a Legal Opinion obtained in this regard from M/s. Cyril Amarchand Mangaldas, Legal Counsels, on April 4, 2017, the Company allotted 9,90,911 Equity Shares of Rs. 10/- each to 1,078 NRE Shareholders holding shares in ABNL under the portfolio investment scheme, as on the record date fixed under the Composite Scheme.

Also, on April 4, 2017, the Company allotted 343 Equity Shares of Rs. 10/- each, in terms of Clause 19(iii) of the Composite Scheme, representing Fractional Entitlements of the aforesaid NRE Shareholders.

As at March 31, 2017, Face value of the 27,45,442 equity shares has been accounted as "Share Suspense Account".

10 The Company has effective July 01, 2016, acquired exclusive franchise rights for the Indian market of Forever 21. Accordingly the results for year ended March 31, 2017, includes nine months results of Forever 21, which have been included In the Madura Fashion & Lifestyle segment of the Company.

11 The acquisition of the Madura Undertaking of ABNL and MGL Retail Undertaking of MGLRCL ("demerged undertakings") has been accounted in accordance with the terms of this scheme of arrangement as approved by the High Court of Gujarat and Bombay and has not been restated in accordance with Ind AS 103.

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12 During the previous year ended March 31, 2016, the Company with respect to its "Pantaloons" business had reassessed the useful life of leasehold improvements and immovable fixtures from the period of lease to six years, as the same better reflects the expected usage of such assets and accordingly also changed the period of straight-lining of lease rentals. Had the company continued to use the earlier life of depreciating the said assets and straight-lining the lease rentals, the depreciation would have been lower by Rs. 10,040 lakhs and rent would have been higher by Rs. 5,190 lakhs for the quarter and year ended March 31, 2016. Accordingly, the net impact on the loss for the quarter and year ended March 31, 2016 would have been lower by Rs 4,850 lakhs.

13 Additional disclosures as per Clause 52 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	As on March 31, 2017	As on March 31, 2016
Debt Equity Ratio (times)	2.13	2.04
Debt Service Coverage Ratio (times)	0.36	1.09
Interest Service Coverage Ratio (times)	2.43	2.14
Debenture Redemption Reserve	-	-
Capital Redemption Reserve	-	-
Net Worth (Rs. in Lakhs)	95,816	90,549
Net Profit / (Loss) after Tax (Rs. in Lakhs)	5,350	(10,975)

Details of unsecured non-convertible debentures are as follows:

- The credit rating by CRISIL for the NCDs issued by the Company continues to be AA (Stable)
- The non-convertible debt securities of the Company are unsecured
- The previous due date for the payment of interest in case of non-convertible debt securities were:
  Unsecured Redeemable Non-Convertible Debentures - Series 1 bearing interest at 9.25% p.a. - May 07, 2016
  Unsecured Redeemable Non-Convertible Debentures - Series 2 bearing interest at 9.20% p.a. - May 22, 2016
  The above interest has been paid

- The previous due date for the repayment of Principal in case of non-convertible debt securities were:
  Unsecured Redeemable Non-Convertible Debentures - Series 1 bearing interest at 9.25% p.a. - May 07, 2016
  The above principal repayment has been done

- The next due date for the payment of interest in case of non-convertible debt securities are:
  Unsecured Redeemable Non-Convertible Debentures - Series 2 bearing interest at 9.20% p.a. - May 22, 2017
  Unsecured Redeemable Non-Convertible Debentures - Series 1 Zero Coupon - April 12, 2019
  Unsecured Redeemable Non-Convertible Debentures - Series 2 Zero Coupon - May 31, 2019
  Unsecured Redeemable Non-Convertible Debentures - Series 3 Zero Coupon - April 20, 2020
  Unsecured Redeemable Non-Convertible Debentures - Series 4 Zero Coupon - June 16, 2021

- The next due date for the repayment of Principal in case of non-convertible debt securities are:
  Unsecured Redeemable Non-Convertible Debentures - Series 2 bearing interest at 9.20% p.a. - May 22, 2018
  Unsecured Redeemable Non-Convertible Debentures - Series 1 Zero Coupon - April 12, 2019
  Unsecured Redeemable Non-Convertible Debentures - Series 2 Zero Coupon - May 31, 2019
  Unsecured Redeemable Non-Convertible Debentures - Series 3 Zero Coupon - April 20, 2020
  Unsecured Redeemable Non-Convertible Debentures - Series 4 Zero Coupon - June 16, 2021

- Outstanding redeemable preference shares are as under:
  500,000 8% Redeemable Cumulative Preference Shares of Rs. 10/- each amounting to Rs. 50 lakh
  500 6% Redeemable Cumulative Preference Shares of Rs. 100/- each amounting to Rs. 0.5 lakh

Ratios have been computed as follows :-
Debt comprises Long-Term borrowings, Short-Term borrowings and Current maturities of Long-Term borrowings
Debt Service Coverage Ratio = Earnings before Depreciation and Amortization, Interest and Tax /(Finance Cost + Principal Repayments of Long-term borrowings)
Interest Service Coverage Ratio = Earnings before Depreciation and Amortization, Interest and Tax/Finance cost
Debt Equity Ratio = Debt / Net Worth ; (Net Worth : Equity Share Capital + Other equity)

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Place : Mumbai
Date : May 12, 2017

Pranab Barua
Managing Director

ADITYA BIRLA FASHION AND RETAIL LIMITED
MUMBAI

S R B C & CO LLP
Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai-400 028, India
Tel : +91 22 6192 0000
Fax : +91 22 6192 1000

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
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

1. We have audited the quarterly financial results of Aditya Birla Fashion and Retail Limited (formerly Pantaloons Fashion & Retail Limited) ('the Company') for the quarter ended March 31, 2017 and the financial results for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly financial results are the derived figures between the audited figures in respect of the year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The financial results for the quarter ended March 31, 2017 and year to date ended March 31, 2017 have been prepared on the basis of the financial results for the nine-month period ended December 31, 2016, the audited annual financial statements as at and for the year ended March 31, 2017, and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these financial results based on our review of the financial results for the nine-month period ended December 31, 2016 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", Interim Financial Reporting, specified under the Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual financial statements as at and for the year ended March 31, 2017; and the relevant requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

3. In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

   i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
   ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2017 and for the year ended March 31, 2017.

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4. We draw attention to Note 11 in the financial results regarding the acquisition of the demerged undertakings i.e Madura Undertaking and MGL Retail Undertaking in the previous year. For reasons more fully described therein regarding the accounting no adjustments are considered necessary as regards the manner of recording of the said transaction.

5. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. The comparative financial information for the year ended March 31, 2016 and the quarter then ended pertaining to the Madura division of the Company included in these accompanying statement of quarterly financial results of the Company, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by predecessor branch auditor whose report for the year ended March 31, 2016 dated May 25, 2016 expressed an unmodified opinion on those financial information of the branch, as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have been audited by us.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vijay Maniar
Partner
Membership No.: 36738

Place: Mumbai
Date: May 12, 2017

S R B C & CO LLP
MUMBAI
CHARTERED ACCOUNTANTS

ADITYA BIRLA
FASHION & RETAIL

FORM A (for audit report with unmodified opinion)

[Pursuant to the provisions of Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1.	Name of the company	Aditya Birla Fashion and Retail Limited (Formerly known as Pantaloons Fashion & Retail Limited)
2.	Audited Financial Results for the quarter and year ended	March 31, 2017
3.	Type of Audit observation	Emphasis of Matter
4.	Frequency of observation	Observation appearing for the first time

For **Aditya Birla Fashion and Retail Limited**

Pranab Barua
Managing Director

S. Visvanathan
Chief Financial Officer

Arun Thiagarajan
Chairperson- Audit Committee

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm registration number: 324982E/E300003

Vijay Maniar
Partner
Membership no.: 36738

ADITYA BIRLA FASHION AND RETAIL LIMITED MUMBAI

Date : May 12, 2017
Place : Mumbai

AXIS TRUSTEE

ATSL/CO/2017-18/ 604
May 12, 2017

To,
Aditya Birla Fashion and Retail Limited (Erstwhile Pantaloons Fashion & Retail Limited)
701-704, 7th Floor, Skyline Icon Business Park,
86-92 Off A. K. Road, Marol Village, Andheri (East),
Mumbai - 400059

Kind Attn: Ms. Geetika Anand

Dear Madam,

Sub: Letter of Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements), 2015

We write in our capacity as the Debenture Trustee for the Non-Convertible Debentures (NCDs) issued by Aditya Birla Fashion and Retail Limited ("Company") and listed on the BSE Limited (**"Listed Debt Securities"**).

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is required to submit its half yearly/ Annual Financial Results to the Stock Exchange, with a letter of the Debenture Trustee, that the Debenture Trustee has noted the contents furnished by the Company in terms of Regulation 52(4).

In pursuance thereof, we, in the capacity of Debenture Trustee to the Listed Debt Securities of the Company, hereby confirm that we have received your letter dated May 12, 2017 to be submitted with the Stock Exchange (enclosed herewith) alongwith the relevant/necessary supporting(s) and that we have noted the contents furnished therein in terms of Regulation 52(4) in respect of the Listed Debt Securities issued by the Company.

Further please note that we have not independently verified the contents submitted vide your above letter and the aforesaid noting is subject to the following:

1. The Debenture Trustee is relying on the information/status as submitted by the company for the purpose of submission to the Stock Exchange; without reconfirming.

2. Any commitment pertaining to the interest /principal payable on the future due dates are sole commitment on the company's part and Trustee is not liable in any manner if company fails to fulfill / does not fulfill its commitments.

Thanking You,

Yours Faithfully
For **Axis Trustee Services Limited**

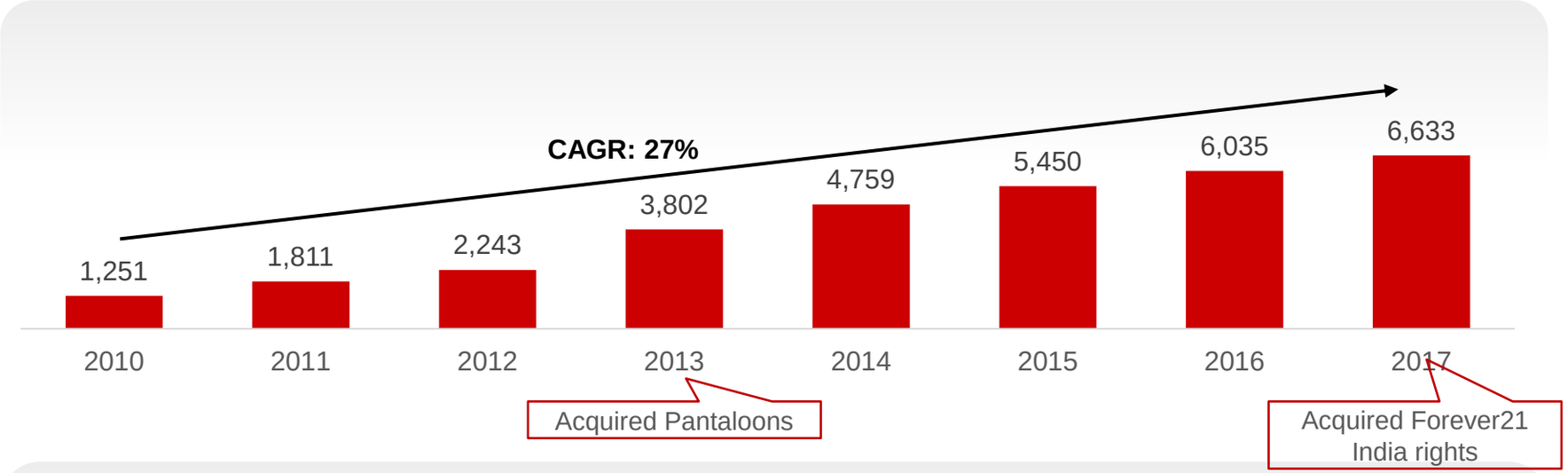
Mangalagowri Bhat
Senior Manager

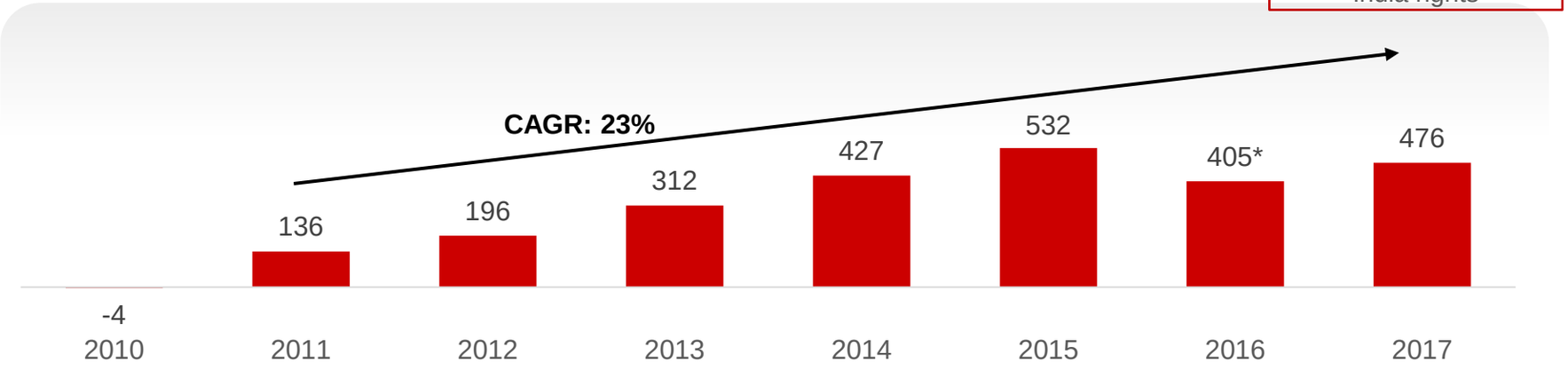
Aditya Birla Fashion and Retail Limited

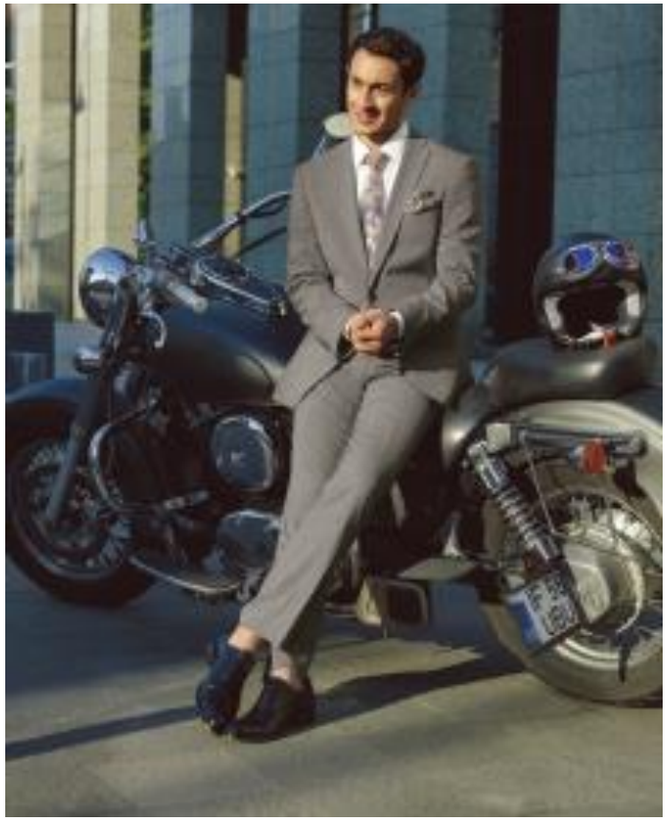
Performance Highlights – Q4 FY16-17

ABFRL | BIG on Growth

In Rs. Crores







*Note: EBITDA for FY16 includes one-time charge for merger costs, retrospective bonus and one-time gain in rent straight lining

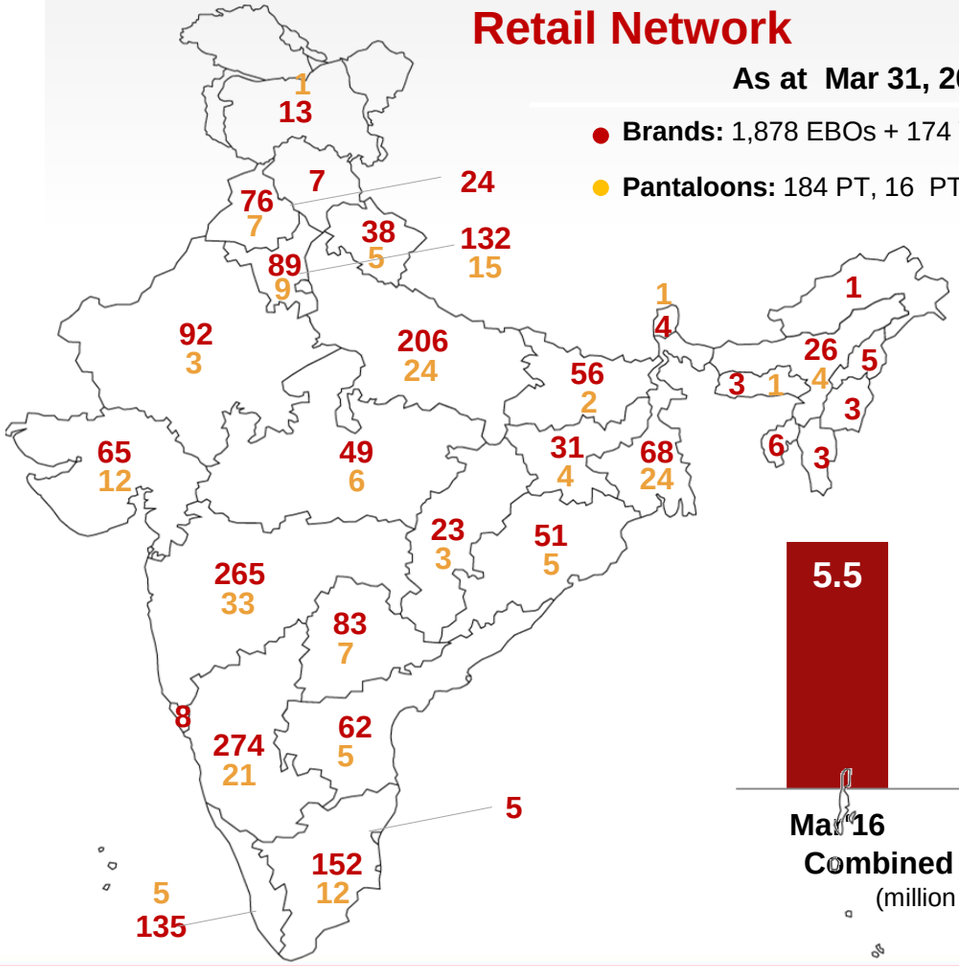
India's first billion dollar pure play fashion powerhouse

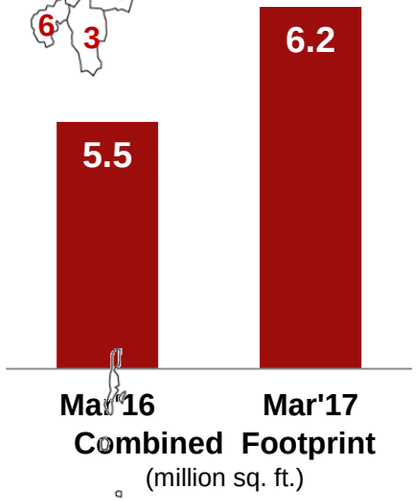
ABFRL | Widest distribution network in the fashion space

Retail Network

As at Mar 31, 2017

- **Brands:** 1,878 EBOs + 174 Value Stores
- **Pantaloons:** 184 PT, 16 PTW & 9 PTK stores





MBOs

- Our brands are present in ~**4,500 Multi Brand Outlets**

Large Format Stores

- Our brands are **present across all department stores** through ~3,300 SISs

E-commerce

- Our brands are **available on all leading e-commerce websites** in the country

FY17 – Q4 Performance

Market Overview

ABFRL Q4 Highlights

ABFRL – Performance of Key Portfolios

Q4 Financials *(P&L , IndAS vs. GAAP)*

Key market trends in FY17

- Discounting and promotions continued to remain high during the full price periods as players sought growth in a soft business environment
  - Prolonged EOSS both in Summer (Jul-Aug ’16) as well as winter (Jan-Feb ‘17)

- E-commerce discounts reduced marginally as the industry heads towards consolidation
  - However peak festive periods witnessed aggressive promotions by all players

- Q3 – the strongest period for apparel business was severely impacted by demonetization in November
  - Nov-Dec sales fell by nearly 20% - 25% post announcement
  - Wholesale channel and smaller towns more severely impacted

- Womenswear and casualwear segments continued to lead market growth

- Value fashion players grew strongly driven by aggressive expansion

FY17 – Q4 Performance

Market Overview

ABFRL Q4 Highlights

ABFRL – Performance of Key Portfolios

Q4 Financials *(P&L, IndAS vs. GAAP)*

Robust Performance despite Demonetization Impact

Q4 Performance:

- Sharp recovery post demonetization, revenues grew by 13%
- EBITDA for the quarter at Rs 131 Cr has grown significantly by 37%

FY17 Performance:

- Revenue grew by 10% to Rs 6,633 Cr
- EBITDA after incorporating the costs of the new businesses grew by 18% to Rs 476 Cr
- EBIT grew to Rs 233 Cr from Rs. 67 cr
- PAT for the year was Rs. 54 cr as against loss of Rs. 110 cr in FY16

ABFRL | Q4 Performance

	Q4 FY16	Q4 FY17	
❑ Revenue	Rs. **1,436** Cr	Rs. **1,625** Cr	↑ 13%
❑ EBITDA	Rs. **96** Cr	Rs. **131** Cr	↑ 37%
❑ EBITDA Margin	**6.7** %	**8.1** %	↑
❑ EBIT	Rs. **(66)** Cr	Rs. **66** Cr	↑
❑ PAT	Rs. **(109)** Cr	Rs. **22** Cr	↑
❑ Total Comprehensive Income	Rs. **(109)** Cr	Rs. **16** Cr	↑

Note: (1) Results for Q4 FY17 incorporate the financials of F21 acquired in Q2FY17 and the newly launched Innerwear business
(2) EBIT for Q4 FY16 includes impact of one-time additional depreciation of Rs. 100 cr due to change in useful life of Pantaloons store assets

ABFRL | FY Performance

	FY16	FY17	
❑ Revenue	Rs. **6,035** Cr	Rs. **6,633** Cr	↑ 10%
❑ EBITDA	Rs. **405** Cr	Rs. **476** Cr	↑ 18%
❑ EBITDA Margin	**6.7** %	**7.2** %	↑
❑ EBIT	Rs. **67** Cr	Rs. **233** Cr	↑
❑ PAT	Rs. **(110)** Cr	Rs. **54** Cr	↑
❑ Total Comprehensive Income	Rs. **(110)** Cr	Rs. **45** Cr	↑

Note: (1) Results for FY17 incorporate the financials of F21 acquired in Q2FY17 and the newly launched Innerwear business
(2) EBIT for FY16 includes impact of one-time additional depreciation of Rs. 100 cr due to change in useful life of Pantaloons store assets

FY17 – Q4 Performance

Market Overview

ABFRL Q4 Highlights

ABFRL – Performance of key portfolios

Q4 Financials *(P&L , IndAS vs. GAAP)*

ABFRL | Q4 Performance of Key Portfolios

In Rs. Crores

Particulars	NSV			EBITDA			EBITDA %	
	Q4 FY16	Q4 FY17	*Growth*	Q4 FY16	Q4 FY17	*Growth*	Q4 FY16	Q4 FY17
Lifestyle Brands	874	909	*4%*	109	142	*30%*	*12.5%*	*15.6%*
Pantaloons	529	586	*11%*	31	14	*-54%*	*5.9%*	*2.5%*
Fast Fashion	33	102	*205%*	-5	-19		*-14.3%*	*-19.2%*
Other Businesses	24	34	*42%*	-9	-6			
Elimination	-24	-6		-31	1			
Total	**1436**	**1625**	***13%***	**96**	**131**	***37%***	***6.7%***	***8.1%***

Note:
1. Results for Q4 FY17 incorporate the financials of F21 acquired in Q2FY17 and the newly launched Innerwear business
2. Pantaloons Q4 FY16 EBITDA includes a one time gain of Rs 51.9 crores arising from rent straight lining adjustment

ABFRL | FY 17 Performance of Key Portfolios

In Rs. Crores

Particulars	NSV			EBITDA			EBITDA %	
	FY16	FY17	*Growth*	FY16	FY17	*Growth*	FY16	FY17
Lifestyle Brands	3734	3651	*-2%*	397	423	*7%*	*10.6%*	*11.6%*
Pantaloons	2157	2552	*18%*	103	126	*22%*	*4.8%*	*4.9%*
Fast Fashion	149	345	*131%*	-13	-49		*-8.4%*	*-14.1%*
Other Businesses	96	119	*24%*	-25	-31			
Elimination	-101	-34		-57	7			
Total	**6035**	**6633**	***10%***	**405**	**476**	***18%***	***6.7%***	***7.2%***

Note:
1. Results for FY17 incorporate the financials of F21 acquired in Q2FY17 and the newly launched Innerwear business
2. Pantaloons FY16 EBITDA includes a one time gain of Rs 51.9 crores arising from rent straight lining adjustment

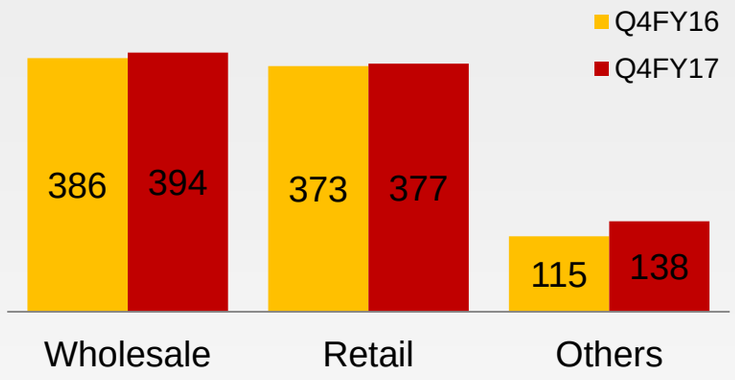
Lifestyle Brands – Q4 and FY17 Performance Summary

- Q4 FY17 - Revenues grew by 4% and EBITDA grew by 30%
  - All Channels grew in Q4 driven by EOSS and new season dispatches.
  - L2L was flat in Q4 FY17 as compared to -6.9% in Q4 FY16.

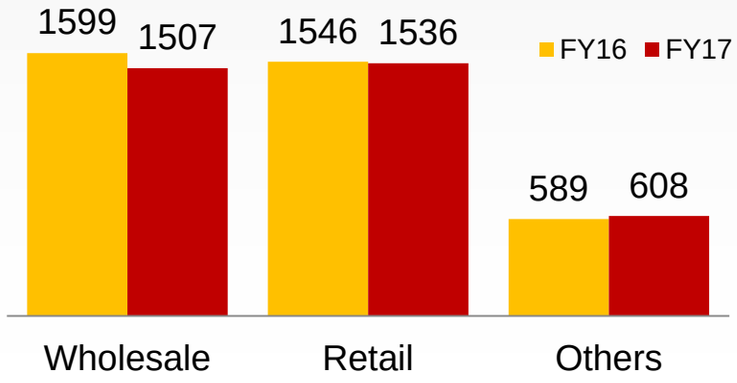
- FY17 – EBITDA has grown by 7% despite reduction in revenue
  - Overall revenue growth was impacted by the demonetisation in Q3
  - Improved profitability is due to rationalisation of stores, calibrated discounting and controlling non-linear costs

Lifestyle Brands – Channel Performance

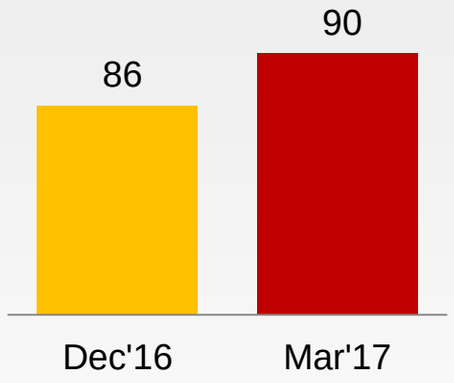
Channel-wise Q4 Revenue (Rs. in Crs)



Channel-wise FY17 Revenue (Rs. in Crs)



Loyalty base (in lacs)

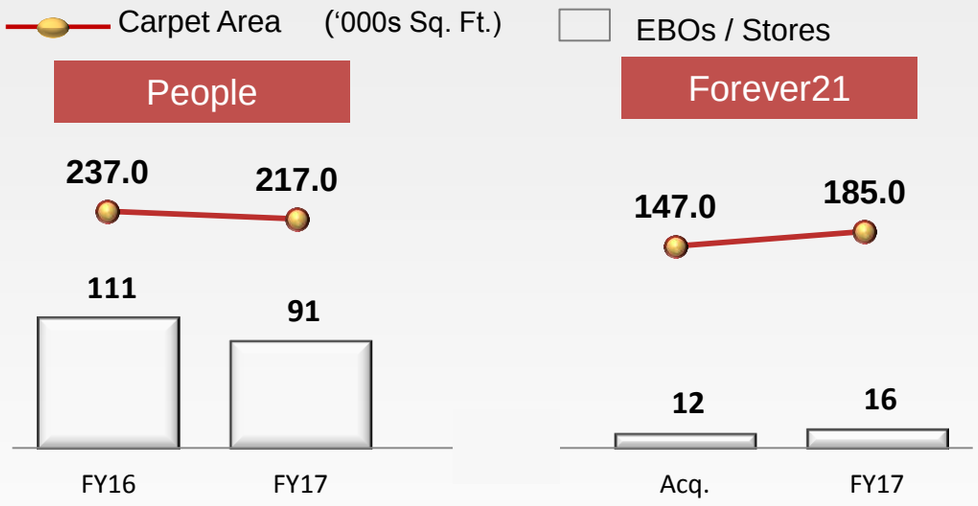


~43% of sales comes from loyal customers

Fast Fashion – Q4 & FY17 Performance Summary

- **Fast fashion includes our organic brand People and newly-acquired Forever21**
  - These brands are currently in investment phase
- We have 91 People stores and 16 F21 stores
  - 8 stores of People and 4 stores of F21 have been opened in the current year
- Post acquisition in July 2016, Forever 21 has now stabilised its operations and the integration is now complete

Retail Network

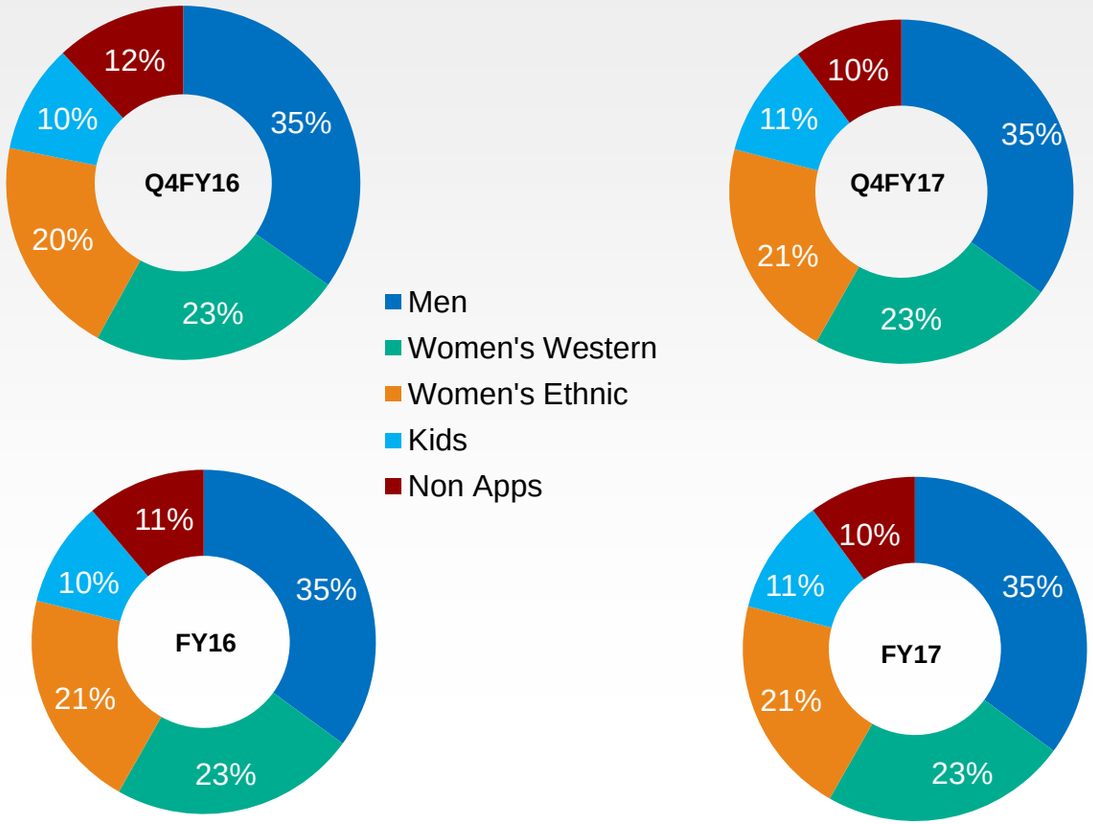


Pantaloons – Q4 & FY17 Performance Summary

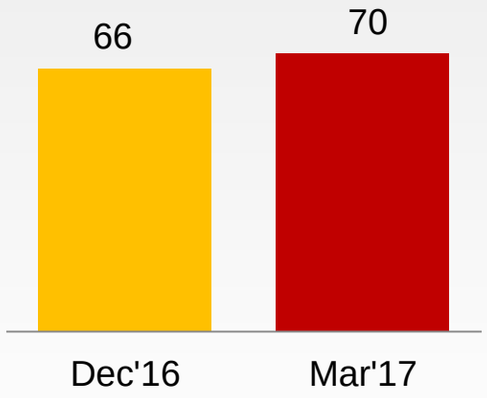
- **Revenues grew by 11% in Q4 led by new store openings**
  - Own brands Mix improved from 56% in Q4 FY16 to 59% in Q4 FY17
  - Added 33 stores to our network
  - Commenced first season of 4-season strategy with the launch of Spring17
- **FY 17 - Highest ever growth since Acquisition at 18.4%**
  - Own brands Mix continues to improve and stands at 61%
  - Added 79 stores to our network and ended the year with 209 stores
- **Leveraging brand 'Pantaloons'**
  - Currently have 16 Woman and 9 Kids stores
  - Expanded franchisee network - currently 28 franchisee stores
- **Pantaloons was awarded the IMAGES Most Admired Affordable Fashion Retailer of the year**

Pantaloons – Retail Performance

Category Mix



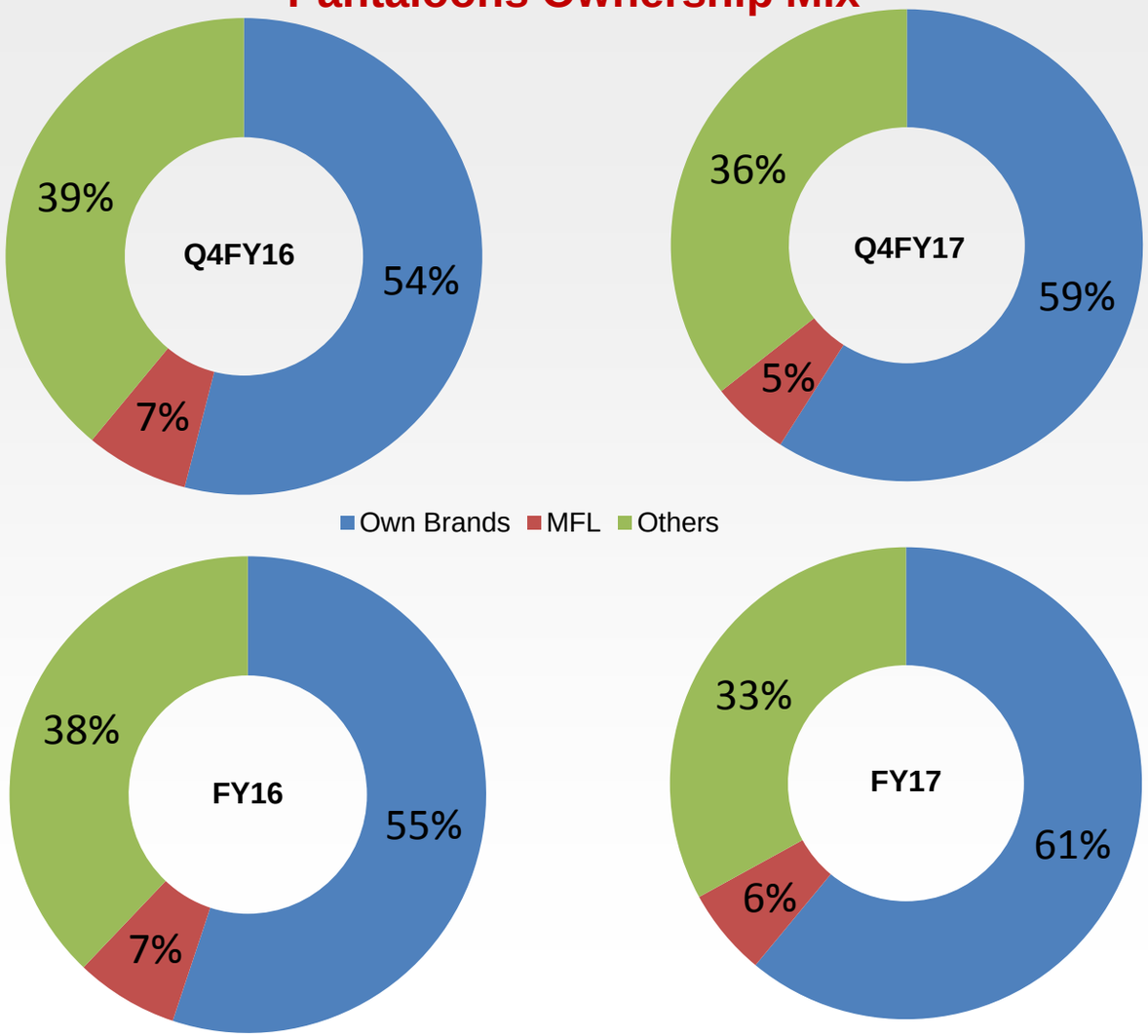
Loyalty base (in lacs)



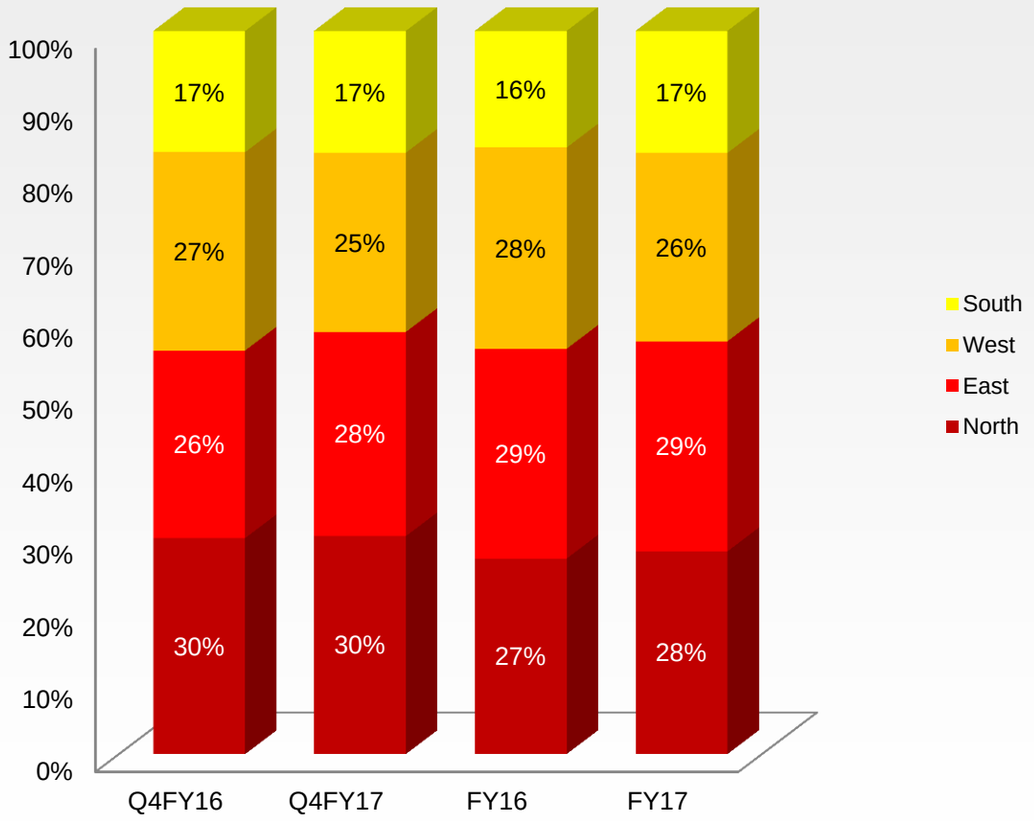
~80% of sales comes from loyal customers

Pantaloons Revenue Mix – Q4 & FY

Pantaloons Ownership Mix



Pantaloons Regional Mix



FY17 – Q4 Performance

Market Overview

ABFRL Q4 Highlights

ABFRL – Performance of Key Portfolios

Q4 Financials (*P&L , IndAS vs. GAAP*)

ABFRL | Profit & Loss Statement

Particulars (In Rs. Cr.)	Q4- FY16	Q4- FY17	Change	FY16	FY17	Change
Revenue from Operations	1,436	1,625		6,035	6,633	
Other Income	9	17		26	38	
Total Income	1,445	1,642	14%	6,061	6,671	10%
Expenses						
(a) Cost of Materials Consumed	199	142		639	607	
(b) Purchase of Stock-In-Trade	652	665		2,352	2,399	
(c) Change in Inventories of	(203)	(76)		(240)	3	
(d) Employees Benefits Expense	140	162		621	706	
(e) Finance Costs	43	44		176	180	
(f) Depreciation and Amortisation	162	66		338	242	
(g) Excise Duty	1	10		1	30	
(h) Rent Expense	200	277		903	1,087	
(i) Other Expenses	360	330		1,380	1,364	
Total Expenses	1,554	1,621	4%	6,171	6,618	7%
Profit / (Loss) from Operations	**(109)**	**22**		**(110)**	**53**	
Tax Expenses	-	-		-	-	
Net Profit / (Loss) after tax	**(109)**	**22**		**(110)**	**53**	
Other Comprehensive Income	0	(6)		0	(9)	
Total Comprehensive Income	**(109)**	**16**		**(110)**	**45**	

IGAAP AND INDAS RECONCILIATION

Rs. Cr.

Particulars	Q4FY16			FY16		
	Revenue	EBIDTA	PBT	Revenue	EBIDTA	PBT
As per IGAAP	1442.2	95.6	-109.8	6060.0	408.8	-104.1
As per INDAS	1436.2	96.1	-110.0	6034.6	404.8	-109.7
Difference	**-6.0**	**0.4**	**-0.2**	**-25.5**	**-4.0**	**-5.6**
Reclassification						
Revenue grossed up for Excise Duty	0.7	-	-	0.7	-	-
Cash Discount earlier shown as other expenses	-1.9	-	-	-7.2	-	-
Discount on sale of Gift vouchers	-0.2	-	-	-1.0	-	-
CRM earlier shown as other expenses	-4.3	-	-	-4.1	-	-
Shrinkage earlier shown as other expenses	-0.9	-	-	-3.4	-	-
Total Reclassification	**-6.6**	**-**	**-**	**-15.0**	**-**	**-**
Remeasurement						
Security Deposits to Landlords - fair valuation	-	1.9	1.9	-	1.4	1.4
Franchisee Deposits - fair valuation	-	0.6	0.1	-	1.7	0.2
Interest on Preference Shares	-	-	-0.1	-	-	-0.1
Gain or loss on Forward contract restatement	-	-0.2	-0.2	-	-0.2	-0.2
Government Grants - EPCG Export Benefit	-	0.0	0.0	-	0.1	0.0
Gratuity - actuarial valuation	-	-0.2	-0.2	-	-0.1	-0.1
Lease Incentive - straight lining over rent free period	-	0.2	0.2	-	0.8	0.8
SOR sale - where there was a right to return inventory, now derecognised	0.6	-0.4	-0.4	-10.4	-7.3	-7.3
Stock Option Scheme - fair valuation	-	-1.5	-1.5	-	-0.3	-0.3
Total Remeasurement	**0.6**	**0.4**	**-0.2**	**-10.4**	**-4.0**	**-5.6**
Total Reclassification and Remeasurement	**-6.0**	**0.4**	**-0.2**	**-25.5**	**-4.0**	**-5.6**

Way Forward

- **ABFRL will continue to build on its leadership through investments in key strategic themes**
  - **Brand development** through investment in brand building, merchandise and refreshed store experience
  - **Aggressive retail expansion** for value and fashion formats: Pantaloons and Forever 21
  - **Building agile design & supply chain** by executing shift to 4 season cycle
  - **Enhancing capital productivity** & focus on **cost optimization**
  - **Digital Transformation** through own & partnered E Commerce
  - **Enriching the portfolio** to build leadership presence across all critical product & consumer segments
  - **Deepen customer centricity** by improving customer loyalty programmes and better offline and online experience
  - **Invest in talent**, upgrade skills & capabilities amongst its people for future challenges

Disclaimer

Certain statements made in this presentation may not be based on historical information or facts and may be “forward looking statements” including, but not limited to, those relating to general business plans & strategy of Aditya Birla Fashion and Retail Limited (“ABFRL"), its future outlook & growth prospects, future developments in its businesses, its competitive & regulatory environment and management's current views & assumptions which may not remain constant due to risks and uncertainties. Actual results may differ materially from these forward-looking statements due to a number of factors, including future changes or developments in ABFRL's business, its competitive environment, its ability to implement its strategies and initiatives and respond to technological changes and political, economic, regulatory and social conditions in the countries in which ABFRL conducts business. Important factors that could make a difference to ABFRL’s operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in ABFRL’s principal markets, changes in Government regulations, tax regimes, competitors actions, economic developments within India and the countries within which ABFRL conducts business and other factors such as litigation and labour negotiations.

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