

ADITYA BIRLA

January 15, 2015

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Fax # 022 2272 3121

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051.
Fax # 022- 26598237/38
26598120

Sub.: Notice for the Board Meeting of Pantaloons Fashion & Retail Limited ("the Company")
[Scrip Code: BSE – 535755; NSE – PFRL]

Ref.: 1. Clause – 41 of the Equity Listing Agreement
2. BSE Circular No. DCS/COMP/ 14 /2013-14 dated February 3, 2014
3. NSE Circular No. Ref No: NSE/CML/2013/15 dated December 18, 2013

Dear Sirs,

Pursuant to the provisions of the Clause 41 of the Equity Listing Agreement, please note that the meeting of the Board of Directors of the Company will be held on Thursday, February 5, 2015, to *inter-alia* consider the Unaudited Financial Results of the Company for the quarter ended on December 31, 2014 ("UFR").

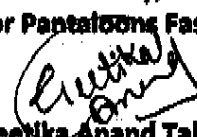
Please also note that the trading window for dealing in securities of the Company including listed Group Companies of Aditya Birla Group was closed on January 1, 2015 and the same shall remain closed till 1 clear day after the publication of UFR of the Company.

The above said Information has already been disclosed to all the directors, senior level officers and designated employees of the Company.

The above is for your information and record.

Thanking you,

Yours faithfully,
For Pantaloons Fashion & Retail Limited


Geetika Anand Talwar
Company Secretary & Compliance Officer

CC:
Central Depository Services (India) Ltd.
16th & 17th Floor
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 023
Fax # 2272 3199

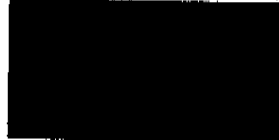
National Securities Depository Ltd.
Tradeworld, 4th & 5th Floors
Kamala Mills Compound
Lower Parel
Mumbai – 400 013
Fax# 2497 2993 / 6351

Pantaloons Fashion & Retail Limited

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

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

GIN: L18101MH2007PLC233901 Email: pfri@pantaloons.adityabirla.com Website: www.pantaloons.com

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Mumbai – 400 051.
Fax # 022- 022 26598237/38
022 26598120

Sub.: Quarterly Compliance Report of Pantaloons Fashion & Retail Limited ("the Company") for the quarter ended December 31, 2014

**Ref: Clause 49 of the Listing Agreement
[Scrip Code: BSE – 535755; NSE – PFRL]**

Dear Sirs,

Pursuant to the provisions of Clause 49 of the Listing Agreement, we are sending herewith the Quarterly Compliance Report for the quarter ended December 31, 2014.

Hope you will find it in order.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Pantaloons Fashion & Retail Limited


Geetika Anand Talwar
Company Secretary & Compliance Officer

Encl: a/a.

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pantalons

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Pantalons Fashion & Retail Limited
 Quarter ended : December 31, 2014

II. Board of Directors			
	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
III. Audit Committee			
	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee			
	49 (IV)	Yes	
V. Subsidiary Companies			
	49 (V)	N.A.	The company does not have any subsidiary.
VI. Risk Management			
	49 (VI)	Yes	
VII. Related Party Transactions			
	49 (VII)	Yes	

**Pantalons Fashion & Retail Limited**

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www.pantalonsfashion.com | www.pantalonsretail.com | www.pantalons.com

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Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: December 31, 2014

(A) Related Party Transactions	49(VIII A)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(B) Disclosure of Accounting Treatment	49(VIII B)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(C) Remuneration of Directors	49(VIII C)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(D) Management	49(VIII D)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(E) Shareholders	49(VIII E)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII F)	N.A.	The company has not made any public issue, right issue, preferential issue etc.
IX. CEO/CFO Certification	49(IX)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
X. Report on Corporate Governance	49(X)	Yes	The yearly compliance report on corporate governance will be complied with in the Annual Report for the year 2014-15
XI. Compliance	49(XI)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15

For Pantaloons Fashion & Retail Limited

Geetika Anand Talwar

Company Secretary & Compliance Officer

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