

Regd. Office : Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060

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**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 318 OF 2010**

In the matter of the Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 read with Sections 78
and 100 to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement between Home
Solutions Retail (India) Limited ('HSRIL' or 'the Transferor
Company') and Pantaloon Retail (India) Limited ('PRIL' or
'the Transferee Company') and their respective
Shareholders and Creditors

PANTALOON RETAIL (INDIA) LIMITED, a
company incorporated under the provisions of
Companies Act, 1956 having its Registered
Office at Knowledge House, Shyam Nagar, Off
Jogeshwari-Vikhroli Link Road, Jogeshwari
(East), Mumbai - 400 060.

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.....Applicant Company

**NOTICE CONVENING THE MEETING OF MEMBERS OF PANTALOON RETAIL (INDIA) LIMITED,
THE APPLICANT COMPANY**

To,

The Members (Equity Shareholders including Class B (Series 1) Shareholders) of **Pantaloon Retail (India) Limited** ("the Applicant Company"),

TAKE NOTICE that by an Order made on the 30th day of April, 2010, in the above Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the **Members of Pantaloon Retail (India) Limited**, the Applicant Company, be convened and held at Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai 400 021 on Thursday, 10th day of June, 2010 at 10.00 a.m., for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement between Home Solutions Retail (India) Limited and Pantaloon Retail (India) Limited and their Respective Shareholders and Creditors.

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the Members of Pantaloon Retail (India) Limited, the Applicant Company will be convened and held at Y. B. Chavan Centre, Gen. Jagannath Bhonsle Marg, Mumbai 400 021 on Thursday, 10th day of June, 2010 at 10.00 a.m., at which place, day, date and time you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the Registered Office of the Applicant Company at Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060, not later than 48 hours before the said meeting.

The Hon'ble High Court has appointed Mr. Shailesh Haribhakti, Chairman of the Applicant Company, and failing him, Mr. Kishore Biyani, Managing Director of the Applicant Company, and failing him, Mr. Vijay Biyani, Wholetime Director of the Applicant Company, to be the Chairman of the said meeting.

A copy of the Explanatory Statement under Section 393 of the Companies Act, 1956, Scheme of Arrangement, Form of Proxy and Attendance Slip are enclosed.

sd/-
Mr. Shailesh Haribhakti
Chairman appointed for the meeting

Dated this 10th day of May, 2010

Registered office:

Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East),
Mumbai - 400 060

Notes:

1. All alterations made in the Form of Proxy should be initialed.
2. Only registered shareholders of the Applicant Company may attend and vote (either in person or by proxy or by Authorised Representative under Section 187 of the Companies Act, 1956) at the Members meeting. The representative of a body corporate which is a registered Members of the Applicant Company may attend and vote at the Members meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the Members meeting is deposited at the registered office of the Applicant Company not later than 48 hours before the meeting.

Enclosures: As above.