



Ref: PRIL /SE/Postal Ballot/2012-13

Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 001
Fax Nos.: 22723121 / 22722037 / 22722039
22722041 / 22722061 / 22723719/ 22721082

Listing Department
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East)
Mumbai- 400 051
Fax Nos. 26598237 / 26598238

Re: Scrip Code : 523574 / 570002

Re: Scrip Code of Debt : 946288 / 946822 /
947433 / 947649

Re: Scrip Code : PANTALOONR / PRETAILDVR

Dear Sir,

Subject: Results of Postal Ballot

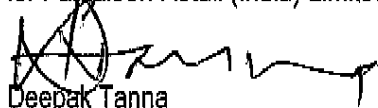
The members of the Company voting conducted through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with of the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011, as amended from time to time, have approved the following Special Resolutions with requisite majority:

1. issuance of further securities of equity nature or having option of equity conversion or attached warrants for subscribing to equity warrants;
2. Employee Stock Option Scheme 2012 (ESOS - 2012) – for the employees and other eligible persons of the Company;
3. Employee Stock Option Scheme 2012 (ESOS - 2012) – for the employees and other eligible persons of Subsidiary Companies;
4. re-appointment of Mr. Rakesh Biyani as a Joint Managing Director; and
5. increase in limit for investments by Foreign Institutional Investors ("FIIs") in the Company.

The result of Postal Ballot is enclosed herewith as Annexure A. Disclosure as regards results of Postal Ballot pursuant to Clause 35A of the Listing Agreement is also enclosed herewith as Annexure B.

Thanking you,

yours faithfully
for Pantaloons Retail (India) Limited


Deepak Tanna
Company Secretary

Encl: As above

Annexure A**RESULTS OF POSTAL BALLOT**

Pursuant to Section 192A of the Companies Act, 1956 read with Rule 2A of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, the approval of Members was sought by Postal Ballot/E-voting in respect of the following Resolutions:

1. Issuance of further securities of equity nature or having option of equity conversion or attached warrants for subscribing to equity warrants;
2. Employee Stock Option Scheme 2012 (ESOS - 2012) – for the employees and other eligible persons of the Company;
3. Employee Stock Option Scheme 2012 (ESOS - 2012) – for the employees and other eligible persons of Subsidiary Companies;
4. re-appointment of Mr. Rakesh Biyani as a Joint Managing Director; and
5. increase in limit for investments by Foreign Institutional Investors ("FIIs") in the Company.

Mr. Virendra Bhatt, Practising Company Secretary, who is Scrutinizer of the Postal Ballot has submitted his report dated 04th February, 2013, the Result of the Postal Ballot was declared on the same day at the Registered Office of the Company, as follows:

Resolution 1: Special Resolution: Issuance of further securities of equity nature or having option of equity conversion or attached warrants for subscribing to equity warrants

Particulars	No. of Postal Ballots/E-votes	No. of Votes	Percentage
Valid Postal Ballots/E-votes	574	144631355	
Votes cast in favour of the Resolution	519	131982003	91.25
Votes cast against of the Resolution	55	12649352	8.75

Resolution 2: Special Resolution: Employee Stock Option Scheme 2012 (ESOS – 2012) – for the employees and other eligible persons of the Company

Particulars	No. of Postal Ballots/E-votes	No. of Votes	Percentage
Valid Postal Ballots/E-votes	561	144622275	
Votes cast in favour of the Resolution	485	143579425	99.28
Votes cast against of the Resolution	76	1042850	0.72

Resolution 3: Special Resolution: Employee Stock Option Scheme 2012 (ESOS – 2012) –for the employees and other eligible persons of Subsidiary Companies

Particulars	No. of Postal Ballots/E-votes	No. of Votes	Percentage
Valid Postal Ballots/E-votes	552	144628920	
Votes cast in favour of the Resolution	462	143662796	99.33
Votes cast against of the Resolution	90	966124	0.67

Resolution 4: Special Resolution: Re-appointment of Mr. Rakesh Biyani as a Joint Managing Director

Particulars	No. of Postal Ballots/E-votes	No. of Votes	Percentage
Valid Postal Ballots/E-votes	566	144630094	
Votes cast in favour of the Resolution	526	144620360	99.99
Votes cast against of the Resolution	40	9734	0.01



Resolution 5: Special Resolution: Increase in limit for investments by Foreign Institutional Investors ("FIIs") in the Company

Particulars	No. of Postal Ballots/E-votes	No. of Votes	Percentage
Valid Postal Ballots/E-votes	565	144629484	
Votes cast in favour of the Resolution	533	144627372	99.999
Votes cast against of the Resolution	32	2112	0.001

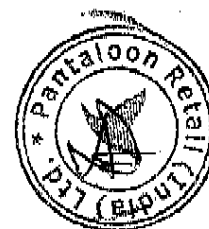
Note: Computation of votes have made after including both the class of shares i.e., each Equity share has 1 vote and every 4 Differential voting rights shares have 3 votes.

Accordingly, the above Special Resolutions have been approved by the Members with requisite majority.

yours faithfully
for Pantaloon Retail (India) Limited

Place: Mumbai
Date: 4th February, 2013

Sd/-
Vijay Biyani
Wholetime Director



In terms of clause 35A of the Listing Agreement, the details of business transacted by the Company through Postal Ballot/ E-voting are given below:

Date of declaration of result for Postal Ballot	:	04th February 2013
Total number of shareholders on record date	:	65,734 shareholders as on 21st December 2012

Resolution 1

Issuance of further securities of equity nature or having option of equity conversion or attached warrants for subscribing to equity warrants

Resolution Required: Special Resolution

Mode of Voting: Postal ballot/E-voting

Mode of Voting: Postal ballot/E-voting								
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 on votes polled	% of votes against on votes polled
	No. of Voting Rights held							
	1	2	$\#(3) = \frac{[(2)/(1)] * 100}{100}$	4	5	$(6) = \frac{[(4)/(2)] * 100}{100}$	$(7) = \frac{[(5)/(2)] * 100}{100}$	
Promoter and Promoter Group	Shares	101633111	99761188	100.00	99761188	0	100.00	0.00
	Voting Rights	99761188						
Public Institutional holders	Shares	77130447	44781032	58.11	32136981	12644051	71.76	28.24
	Voting Rights	77059090						
Public - Others	Shares	52819033	89135	0.18	83834	5301	94.05	5.95
	Voting Rights	50780025						
Total	Shares	231582591	144631355	63.55	131982003	12649352	91.25	8.75
	Voting Rights	227600303						

#since the shares includes differential voting rights shares, 'percentage of votes polled' have been derived on the voting rights polled to voting rights held.

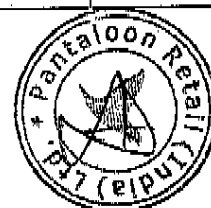
Resolution 2

Employee Stock Option Scheme 2012 (ESOS - 2012) - for the employees and other eligible persons of the Company

Resolution Required: Special Resolution

Mode of Voting: Postal ballot/E-voting

Mode of Voting: Postal ballot/E-voting								
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 on votes polled	% of votes against on votes polled
	No. of Voting Rights held							
	1	2	$\#(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$	
Promoter and Promoter Group	Shares	101633111	99761188	100.00	99761188	0	100.00	0.00
	Voting Rights	99761188						
Public Institutional holders	Shares	77130447	44781032	58.11	43749752	1031280	97.70	2.30
	Voting Rights	77059090						
Public -Others	Shares	52819033	80055	0.16	68485	11570	85.55	14.45
	Voting Rights	50780025						
Total	Shares	231582591	144622275	63.54	1435719425	1042850	99.28	0.72
	Voting Rights	227600303						



#since the shares includes differential voting rights shares, 'percentage of votes polled' have been derived on the voting rights polled to voting rights held.

Resolution 3

Employee Stock Option Scheme 2012 (ESOS - 2012) -for the employees and other eligible persons of Subsidiary Companies

Resolution Required: Special Resolution

Mode of Voting: Postal ballot/E-voting

Mode of Voting: Postal ballot/E-voting								
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 on votes polled	% of votes against on votes polled
	No. of Voting Rights held							
	1		2	$\#(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	Shares	101633111	99761188	100.00	99761188	0	100.00	0.00
	Voting Rights	99761188						
Public Institutional holders	Shares	77130447	44781032	58.11	43827548	953484	97.87	2.13
	Voting Rights	77059090						
Public -Others	Shares	52819033	86700	0.17	74060	12640	85.42	14.58
	Voting Rights	50780025						
Total	Shares	231582591	144628920	63.55	143662796	966124	99.33	0.67
	Voting Rights	227600303						

#since the shares includes differential voting rights shares, 'percentage of votes polled' have been derived on the voting rights polled to voting rights held.

Resolution 4

Re-appointment of Mr. Rakesh Biyani as a Joint Managing Director

Resolution Required: Special Resolution

Mode of Voting: Postal ballot/E-voting

Mode of Voting: Postal ballot/E-voting								
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 on votes polled	% of votes against on votes polled
	No. of Voting Rights held							
	1	2	$\#(3) = [(2)/(1)] * 100$	4	5	$(6) = [(4)/(2)] * 100$	$(7) = [(5)/(2)] * 100$	
Promoter and Promoter Group	Shares	101633111	99761188	100.00	99761188	0	100.00	0.00
	Voting Rights	99761188						
Public Institutional holders	Shares	77130447	44781032	58.11	44780532	500	99.999	0.001
	Voting Rights	77059090						
Public -Others	Shares	52819033	87874	0.17	78640	9234	89.49	10.51
	Voting Rights	50780025						
Total	Shares	231582591	144630094	63.55	144620360	9734	99.99	0.01
	Voting Rights	227600303						

#since the shares includes differential voting rights shares, 'percentage of votes polled' have been derived on the voting rights polled to voting rights held.



Resolution 5

Increase in limit for Investments by Foreign Institutional Investors ("FIIs") in the Company

Resolution Required: Special Resolution

Mode of Voting: Postal ballot/E-voting

Mode of Voting: Postal Ballot/E-voting								
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 on votes polled	% of votes against on votes polled
	No. of Voting Rights held							
	1	2	$\frac{\#(3)}{(1)} \times 100$	4	5	$\frac{(6)}{(2)} \times 100$	$\frac{(7)}{(5)} \times 100$	
Promoter and Promoter Group	Shares	101633111	99761188	100.00	99761188	0	100.00	0.00
	Voting Rights	99761188						
Public Institutional holders	Shares	77130447	44781032	58.11	44780532	500	99.999	0.001
	Voting Rights	77059090						
Public -Others	Shares	52819033	87264	0.17	85652	1612	98.15	1.85
	Voting Rights	50780025						
Total	Shares	231582591	144629484	63.55	144627372	2112	99.999	0.001
	Voting Rights	227600303						

#since the shares includes differential voting rights shares, 'percentage of votes polled' have been derived on the voting rights polled to voting rights held.

