

ADITYA BIRLA



February 24, 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.: **Result of Postal Ballot of Pantaloons Fashion & Retail Limited ("the Company")**
[Scrip Code: BSE – 535755; NSE – PFRL]

Ref.: **Clause 35A of the Listing Agreement**

This is further to our letter dated January 7, 2015 intimating the Board approval for issuance of Non-Convertible Debentures of upto Rs. 1000 Crore, on private placement basis, subject to the approval of the Shareholders of the Company, proposed to be obtained through Postal Ballot.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder, a Postal Ballot Notice dated January 7, 2015 together with a Postal Ballot Form was sent to the members of the Company seeking their consent to the aforesaid matter, by way of Postal Ballot, including voting by way of electronic means.

The voting commenced on January 24, 2015 and ended on February 22, 2015. M/s. Dilip Bharadiya & Associates, Practicing Company Secretary, the Scrutinizer has submitted his report dated February 24, 2015 [Enclosed herewith as **Annexure A**].

Mr. Pranab Barua, Managing Director of the Company has declared the Postal Ballot results today. Resolution set out in the Postal Ballot notice was duly approved by the shareholders of the Company with requisite majority.

Please find enclosed herewith the voting results of the Postal Ballot, pursuant to the provisions of Clause 35A of the Listing Agreement [**Annexure B**].

Thanking you,

Yours faithfully

For Pantaloons Fashion & Retail Limited


Geetika Anand Talwar
Company Secretary
Encl: a/a



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

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

Dilip Bharadiya
B.Com., A.C.A., A.C.S.
Proprietor

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Tele : 91-22-22403756
Mobile: 91-98202 90360
Email : dilipbcs@gmail.com
dilipbcs@yahoo.co.in

SCRUTINIZER'S REPORT

February 24, 2015

To,
Mr. Pranab Barua
Director
Pantaloons Fashion & Retail Limited,
701-704, 7th Floor, Skyline Icon Business Park,
86-92 Off, A. K. Road,
Marol Village, Andheri East,
Mumbai 400059

Subject: Scrutinizer's Report on Passing of Special Resolution through postal ballot and E-voting conducted by Pantaloons Fashion & Retail Limited ("Company") under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof) covered under the Notice dated 7th January, 2015 ("the Notice")

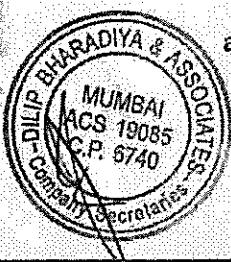
Dear Sir,

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at its meeting held on 7th January, 2015, in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, to receive and scrutinize the Postal Ballot Forms received from the Shareholders and also to scrutinize the e-voting process in a fair and transparent manner, in respect of the Notice the Company to all its Shareholders, for availing their approval to the issuance of Non-Convertible Debentures of upto Rs. 1000 Crore on Private Placement Basis.

IN THIS CONNECTION, I HEREBY SUBMIT MY REPORT AS UNDER:

1. The dispatch of the Postal Ballot Notice and Postal Ballot Forms to the Shareholders of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on 2nd January, 2015, was completed on 23rd January, 2015 as under:

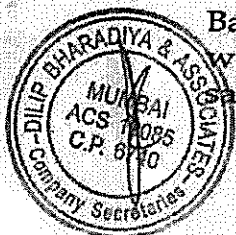
- a) In physical mode, the Postal Ballot Notice and Postal Ballot Form along with postage prepaid self addressed business reply envelope, through Courier and Registered Post to all the shareholders of the Company;



- b) In electronic mode, to those shareholders whose email IDs are registered with the Company, in addition to the Notice sent in physical mode.

As per requirements of Companies Act, 2013 the particulars of all the Postal Ballot Forms received (though physical and electronic mode) from the shareholders have been registered in a register maintained separately for the purpose.

2. The Company had appointed Central Depository Services Limited (CDSL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. During the process of voting by electronic means we have been assisted by and have relied upon the secured system provided by CDSL for validation of voting by electronic means. Reports for voting for resolution are generated from the e-voting website of CDSL, by unblocking the data after 6:00 p.m. on February 22, 2015 in the presence of two witnesses. The Voting by electronic means was validated with software controls.
3. All the Postal Ballot Forms including votes cast through E-Voting received up to the close of working hours, i.e. 6.00 P.M. on Sunday, 22nd February, 2015, the last day and time fixed by the Company for the receipt of the ballot forms/ E-voting, were scrutinized by me with respect to their validity and the votes cast through the same have been recorded.
4. No Postal Ballot Form including votes cast through E-Voting received after the close of working hours, i.e. 6.00 P.M. on Sunday, 22nd February, 2015, the last day and time fixed by the Company have been considered.
5. None of the incomplete, unsigned or incorrect Postal Ballot Form has been considered.
6. None of the Physical Postal Ballot Forms received were defective.
7. 483 Envelopes (Four Hundred and Eighty Three only) containing postal ballot forms were returned undelivered and these envelopes were left unopened and will be handed over to the Company for destruction post announcement of results.
8. I further report that the E-Voting data and Physical Ballots were scrutinized by me for verification of votes cast in favor and against the resolution. The signature verification process was also conducted by the Registrar and Transfer Agent of the Company i.e. M/s Link Intime India Pvt. Ltd.
9. In terms of the requirements of the Companies Act, 2013, the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after signing of the Minutes of the Postal Ballot process.



10. The summary of the votes cast and Ballot Forms received is as given below:

SUMMARY OF VOTES CAST

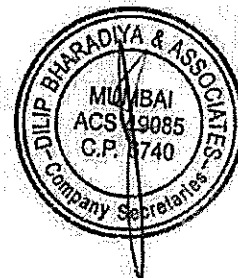
Sr. No.	Particulars	Number of Form(s) / Vote(s)	Number of Shares representing Form(s) / Vote(s)	% of Total Votes
		(A)	(B)	(C)
1	a) Total Forms received - Physical mode	287	1,94,03,251	100%
2	b) Total votes received - Electronic mode	40	6,75,97,957	100%
	Total Votes (1)	327	8,70,01,208	100%
3	a) Less: Invalid forms - Physical mode	11	223	0.01%
4	b) Less: Invalid votes - Electronic mode	0	0	0
	Invalid Votes (2)	11	223	0.01%
5	a) Total Valid Forms - Physical mode	276	1,94,03,028	99.99%
6	b) Total Valid votes - Electronic mode	40	6,75,97,957	99.99%
	Total Valid Votes (1-2)	316	8,70,00,985	99.99%
7	a) Total Valid Forms giving Assent - Physical mode	265	1,94,02,821	99.99%
8	b) Total Valid votes giving Assent - Electronic mode	34	6,75,97,867	99.99%
	Total Votes in favor of the Resolution	299	8,70,00,688	99.99%
9	a) Total Valid Forms giving Dissent - Physical mode	11	207	0.01%
10	b) Total Valid votes giving Dissent - Electronic mode	6	90	0.01%
	Total Votes against the Resolution	17	297	0.01%

11. Hence, the resolution is said to have been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution.

12. You may accordingly declare result of the Shareholder's voting by Postal Ballot in respect of the Resolution given in the Notice dated 7th January, 2015.

Yours Faithfully,
For DILIP BHARADIYA & ASSOCIATES

D. Bhargava
DILIP BHARADIYA
Proprietor
ACS 19085., CP 6740.





Report under Clause 35A of the Listing Agreement

Details of Postal Ballot					
Sr. No	Particulars				
1.	Date of declaration of Postal Ballot		February 24, 2015		
2.	Total number of shareholders as on Cut-off date		34,302		
3	No. of Shareholders present in the meeting either in person or through Proxy		Not Applicable		
	Promoters & Promoter Group				
	Public				
4	No. of Shareholders attended the meeting through Video Conferencing		Not Applicable		
	Promoter and Promoter Group				
	Public				
5.	Details of the Agenda		Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/Poll/Postal Ballot/E-voting)	Result
	Special Resolution for issuance of Non-Convertible Debentures of upto Rs. 1000 Crore on Private Placement Basis		Special	Postal Ballot & E-Voting	Passed



Pantaloons Fashion & Retail Limited

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CIN: L18101MH2007PLC233901 Email: piri@pantaloons.adityabirla.com Website: www.pantaloons.com



**Special Resolution under Section 42 of the Companies Act, 2013
for issue of Secured/ Unsecured Non-Convertible Debentures on a Private Placement basis**

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
	(1)	(2)	(3) [(2)/(1)] *100]	(4)	(5)	(6) [(4)/(2)]* 100	(7) [(5)/(2)]* 100
Promoter and Promoter Group	67390782	67390782	100%	67390782	0	100%	0%
Public Institutional holders	1337919	206152	15.41%	206152	0	100%	0%
Public Others	24569828	19404274	78.98%	19403754	297	99.99%	0%
Total	93298529	87001208	93.25%	87000688	297	99.99%	0%

Based on the consolidated Report of the Scrutinizer, it is hereby declared that Resolution as set out in the Postal Ballot Notice approving issuance of Non –Convertible Debentures of upto Rs. 1000 Crore on Private Placement Basis has been duly approved by the Shareholders with requisite majority.

For Pantaloon Fashion & Retail Limited


Geetika Anand Talwar
Company Secretary



Date: February 24, 2015
Place : Mumbai

Pantaloon Fashion & Retail Limited

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