



**ANNEXURE 11**

**Brief particulars of the transferee/resulting and transferor/demerged companies**

Particulars	Transferee/ Resulting Company (1)	Transferor/ Demerged Company (2)	Transferor/ Demerged Company (3)
Name of the company	Pantaloons Fashion & Retail Limited	Aditya Birla Nuvo Limited	Madura Garments Lifestyle Retail Company Limited
Date of Incorporation & details of name changes, if any	<p><b>Date of Incorporation:</b> April 19, 2007</p> <p><b>Details of Name Change:</b> Pantaloons Fashion &amp; Retail Limited was incorporated as Peter England Fashions and Retail Limited on April 19, 2007 under the Companies Act, 1956. Subsequently, the name of our Company was changed to Pantaloons Fashion &amp; Retail Limited on April 23, 2013.</p>	<p><b>Date of Incorporation:</b> September 26, 1956</p> <p><b>Details of Name Change:</b> Aditya Birla Nuvo Limited was incorporated as The India Rayon Corporation Limited. The name of the Company was subsequently changed to Indian Rayon And Industries Limited w.e.f. 23<sup>rd</sup> January 1987. Subsequently name of the Company was changed to Aditya Birla Nuvo Limited w.e.f. 27<sup>th</sup> October 2005.</p>	<p><b>Date of Incorporation:</b> May 1, 2007</p>
Registered Office	701-704, 7 <sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A.K. Road, Marol Village, Andheri (East), Mumbai -400 059	Indian Rayon Compound, Veraval, Gujarat – 362266	Indian Rayon Compound, Veraval, Gujarat - 362 266
Brief particulars of the scheme	Composite Scheme of Arrangement between the Company ("Resulting Company"), Aditya Birla Nuvo Limited ("First Demerged Company"), Madura Garments Lifestyle Retail Company Limited ("Second Demerged Company") and their respective Shareholders and Creditors by way of transfer of a demerger of the Madura Undertaking/Business of the First Demerged		

**Pantaloons Fashion & Retail Limited**

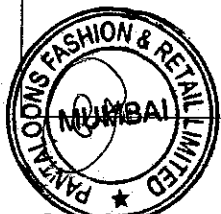
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	Company and MGL Retail Undertaking/Business of the Second Demerged Company to the Resulting Company		
Rationale for the scheme	The apparels retail businesses of the Aditya Birla group are housed under separate entities including Aditya Birla Nuvo Limited, Madura Garments Lifestyle Retail Company Limited and the Company. Consolidating the similar businesses of the group within one company would enable the business activities to be carried out with greater focus and specialisation for sustained growth. Each business will also benefit from the potential synergies of combining with the similar and related businesses, thereby resulting in enhancement of shareholder value. Thus, the Scheme is sought to be undertaken to consolidate the apparels retail businesses of the Aditya Birla group within one company to unlock value and accrue potential synergy benefits for the business arising inter alia on account of operational efficiency in matters such as sourcing, infrastructure, and information technology.		
Date of resolution passed by the Board of Director of the company approving the scheme	May 3, 2015	May 3, 2015	May 3, 2015
Date of meeting of the Audit Committee in which the draft scheme has been approved	May 3, 2015	May 3, 2015	May 3, 2015
Appointed Date	April 1, 2015	April 1, 2015	April 1, 2015
Name of Exchanges where securities of the company are listed	1. BSE Limited, Mumbai 2. National Stock Exchange of India Limited, Mumbai	1. BSE Limited, Mumbai 2. The National Stock Exchange of India Limited, Mumbai 3. GDRs are listed on Luxembourg Stock Exchange	Unlisted
Nature of Business	Retailer of apparel, footwear and accessories	Diversified conglomerate with various business interests including manufacturing, financial	Apparel retail and holding of investments.



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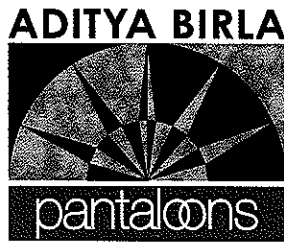
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		services, telecom and fashion & lifestyle.	
Capital before the scheme	<p><b><u>Authorised Share Capital:</u></b> (As on May 2, 2015)</p> <p>Rs.160,15,00,000/- divided into -</p> <p>15,00,00,000 Equity Shares of Rs. 10/- each</p> <p>1,00,00,000, 8% Redeemable Cumulative Preference Shares of Rs. 10/- each</p> <p>15,000 6% Redeemable Cumulative Preference Shares of Rs. 100/- each</p> <p><b><u>Issued, Subscribed and Paid Up Share Capital</u></b></p> <p>Rs. 93,29,85,290/- divided into -</p> <p>9,27,93,529 equity shares of Rs. 10/- each</p> <p>5,00,000 8% Preference Shares of Rs. 10/- each</p> <p>500 6% Preference Shares of Rs. 100/- each</p>	<p><b><u>Authorised Share Capital:</u></b> (As on May 2, 2015)</p> <p>Rs. 180,00,00,000/- divided into-</p> <p>17,50,00,000 equity shares of Rs. 10/- each</p> <p>5,00,000 redeemable preference shares of Rs. 100/- each</p> <p><b><u>Issued Share Capital</u></b></p> <p>Rs. 130,27,91,800/- divided into 13,02,79,180 equity shares of Rs. 10/- each.</p> <p><b><u>Subscribed and paid-up capital</u></b></p> <p>Rs. 130,14,04,760/- divided into 13,01,40,476 equity shares of Rs. 10/- each.</p>	<p><b><u>Authorised Capital Capital:</u></b> (As on May 2, 2015)</p> <p>Rs. 280,00,00,000/- divided into-</p> <p>27,00,00,000 equity shares of Rs. 10/- each</p> <p>1,00,00,000 8% redeemable cumulative preference shares of Rs. 10/- each</p> <p><b><u>Issued, Subscribed and Paid Up Share Capital</u></b></p> <p>Rs. 200,06,53,610/- divided into-</p> <p>19,00,65,361 equity shares of Rs. 10/- each</p> <p>1,00,00,000 8% redeemable cumulative preference shares of Rs. 10/- each</p>
No. of shares to be issued	6793,91,443 Equity Shares of Rs. 10/- each	NIL	NIL



**Pantaloons Fashion & Retail Ltd.**



Cancellation of shares on account of cross holding, if any	NA	NA	NA
Capital after the scheme	<p><b><u>Authorised Share Capital of the Company</u></b></p> <p>Rs. 10,10,15,00,000 divided into-</p> <p>1,00,00,00,000 Equity Shares of Rs. 10/- each</p> <p>8% 1,00,00,000 Redeemable Cumulative Preference Shares of Rs. 10/-</p> <p>15,000 Redeemable Cumulative Preference Shares of Rs. 100/- each</p> <p><b><u>Issued, Subscribed and Paid Up Share Capital</u></b></p>	Same as above as the Capital shall not change Post Scheme	Same as above as the Capital shall not change Post Scheme
	<p>Rs. 7,72,68,99,720/- divided into-</p> <p>77,21,84,972 equity shares of Rs. 10/- each</p> <p>5,00,000 8% Preference Shares of Rs. 10/- each</p> <p>500 6% Preference Shares of Rs. 100/- each</p>		
Net Worth	(Rs. in crores)	(Rs. in crores)	(Rs. in crores)
Pre Post	Pre: 346 Post: 1024	Pre :8544.08 Post: 8468.54	Pre : 92.38



**Pantalons Fashion & Retail Ltd.**



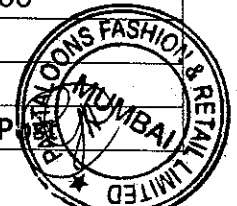
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	<b>Joint Independent Chartered Accountant</b>			
	<b>1. M/s. Bansi S. Mehta &amp; Co.</b> Merchant Chambers, 3 <sup>rd</sup> Floor, 41, New Marine Lines, Mumbai – 400020 <u>Firm Registration Number – 100991W</u>			
	<b>2. Price Waterhouse Co. LLP</b> 252, Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400028 <u>Firm Registration Number – 016844N/N500015</u>			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As provided in Valuation Report dated May 3, 2015 annexed to the Application as <b>Annexure 3</b>			
Fair value per shares	NA	NA	NA	NA
Exchange ratio (Share Entitlement Ratio)	<b>1. 26 (Twenty Six) fully Paid-up Equity Shares of Rs. 10/- each of Pantaloons Fashion &amp; Retail Limited for every 5 (Five) fully Paid-up Equity Shares of Aditya Birla Nuvo Limited</b>			
	<b>2. 7 (Seven) fully Paid-up Equity Shares of Rs. 10/- each of Pantaloons Fashion &amp; Retail Limited for every 500 (Five Hundred) Fully Paid-up Equity Shares of Madura Garments Lifestyle Retail Company Limited</b>			
	<b>3. 1 (One) Fully Paid-up Equity Shares of Rs. 10/- each for all outstanding Preference Shares of Madura Garments Lifestyle Retail Company Limited</b>			
Name of Merchant Banker giving fairness opinion	JM Financial Institutional Securities Limited	Axis Capital Limited	N.A.	
Shareholding pattern	<b>Pantaloons Fashion &amp; Retail Limited</b>			
	<b>Pre</b>		<b>Post</b>	
	<b>No. of Shares</b>	<b>% of holding</b>	<b>No. of Shares</b>	<b>% of holding</b>
Promoter	6,73,90,782	72.62	45,71,64,173	59.20
Public	2,54,02,747	27.38	31,48,39,891	40.78
Custodian	NIL	NA	1,80,908	0.02
TOTAL	9,27,93,529	100	77,21,84,972	100
No. of shareholders	32680		159784	
Shareholding pattern	<b>Aditya Birla Nuvo Limited</b>			
	<b>Pre</b>	<b>Post</b>	<b>Pre</b>	<b>Post</b>

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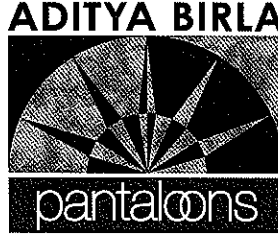
Category	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	7,44,44,697	57.20%	7,44,44,697	57.20%
Public	5,25,27,320	40.36%	5,25,27,320	40.36%
Custodian	31,68,459	2.43%	31,68,459	2.43%
<b>TOTAL</b>	<b>13,01,40,476</b>	<b>100.00%</b>	<b>13,01,40,476</b>	<b>100.00%</b>
No. of Shareholders	1,32,339		1,32,339	
Shareholding pattern	<b>Madura Garments Lifestyle Retail Company Limited</b>			
	<b>Pre</b>	<b>Post</b>	<b>Pre</b>	<b>Post</b>
Category	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	19,00,65,361	100.00%	19,00,65,361	100.00%
Public	0	0	0	0
Custodian	0	0	0	0
<b>TOTAL</b>	<b>19,00,65,361</b>	<b>100.00%</b>	<b>19,00,65,361</b>	<b>100.00%</b>
No. of Shareholders	9		9	
Names of the Promoters	Indigold Trade and Services Limited	1. Mr. Kumar Mangalam Birla 2. Birla Group Holdings Private Limited	Aditya Birla Nuvo Limited	
Names of Directors of the Company	Mr. Bharat Patel Ms. Sukanya Kripalu Mr. Sushil Agarwal Mr. Pranab Barua Mr. Arun Thiagarajan	Mr. Kumar Mangalam Birla Mrs. Rajashree Birla Mr. Lalit Kumar Naik Ms. Tarjani Vakil Mr. G P Gupta Mr. S.C. Bhargava Mr. Baldev Raj Gupta Mr. Murari Pajavar Mr. T C Chattopadhyay Mr. Sushil Agarwal	Mr. Pranab Barua Ms. Pinky Mehta Mr. Ashish Dikshit Mr. S. Visvanathan Mr. Rajesh Shah Mr. D P Rathi Mr. Vijay Agarwal	



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Details regarding change in management control if any	Not Applicable
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