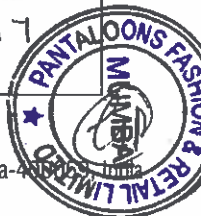




Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Page Nos.
1.	Certified copy of the draft Scheme of Amalgamation Arrangement, etc. proposed to be filed before the High Court.	1 - 37
2.	Certified true copy of the resolution passed by the Board of Directors of the company.	38 - 44
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	45 - 54
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	55 - 57
5.	Fairness opinion by Merchant Banker	58 - 62
6.	Shareholding pattern of all the Companies pre and post Amalgamation/ Arrangement as per Clause 35 of the Listing Agreement.	63 - 89
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I	90 - 91
8.	Compliance Report as per clause 49 of the listing agreement per Annexure II	92 - 94
9.	Complaint report as per Annexure III. (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	NA
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	95 - 97
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	NA
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	95 - 97

Pantaloons Fashion & Retail Limited





13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	99 - 104
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	105 - 106
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI.	107 - 114
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII.	115 - 116
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given - in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014 enclosed as Annexure VIII.	117 - 118
18.	Annual Reports of the transferee/resulting and transferor/demerged companies for the last financial year.	119 - 166
19.	Processing fee (non-refundable) payable will be as below, favoring 'BSE Limited' Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.	-
20.	Name & Designation of the Contact Person Name: Ms. Geetika Anand Talwar Designation: Company Secretary & Compliance Officer Telephone number (landline): 86529 05000 Telephone number (mobile): 95944 93624 Email address: geetika.anand@adityabirla.com	-



Kindly note that all pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents/ clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

Pantaloons Fashion & Retail Limited