



July 13, 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- 022 2659 8237/38
022 2659 8120

Sub.: Quarterly Compliance Report on Corporate Governance of Pantaloons Fashion & Retail Limited ("Company") for the quarter ended June 30, 2015

**Ref: Clause 49 of the Equity Listing Agreement
[Scrip Code: BSE – 535755; NSE – PFRL]**

Dear Sir(s),

The Quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2015, as per the provisions of Clause 49 of the Equity Listing Agreement, is enclosed herewith.

Request you to take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Pantaloons Fashion & Retail Limited

Geetika Anand
Company Secretary & Compliance Officer



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: nfrl@pantaloons.adityabirla.com Website: www.pantaloons.com



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: June 30, 2015

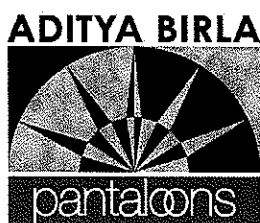
Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	Details of establishment of Whistle Blower Mechanism shall be given in the Directors' Report forming part of the Annual Report.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	N.A.	The company does not have any subsidiary.
VI. Risk Management	49(VI)	Yes	

Pantaloons Fashion & Retail Limited

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Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIII A)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(B) Disclosure of Accounting Treatment	49(VIII B)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(C) Remuneration of Directors	49(VIII C)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(D) Management	49(VIII D)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(E) Shareholders	49(VIII E)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII F)	N.A.	The company has not made any public issue, right issue, preferential issue etc.
IX. CEO/CFO Certification	49(IX)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
X. Report on Corporate Governance	49(X)	Yes	The requirement of the yearly Compliance Report on Corporate Governance will be complied with in the Annual Report for the year 2014-15
XI. Compliance	49(XI)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15

For **Pantaloons Fashion & Retail Limited**

Geetika Anand

Company Secretary & Compliance Officer



Pantaloons Fashion & Retail Limited