

ADITYA BIRLA



January 15, 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 26598237/38
022 26598120

Sub.: Quarterly Compliance Report of Pantaloons Fashion & Retail Limited ("the Company") for the quarter ended December 31, 2014

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

Dear Sirs,

Pursuant to the provisions of Clause 49 of the Listing Agreement, we are sending herewith the Quarterly Compliance Report for the quarter ended December 31, 2014.

Hope you will find it in order.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For Pantaloons Fashion & Retail Limited


Geetika Anand Talwar
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: pfri@pantaloons.adityabirla.com Website: www.pantaloons.com

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: December 31, 2014

Particulars	Section	Compliance	Remarks
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	
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	
VII. Related Party Transactions	49(VII)	Yes	



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: December 31, 2014

Particulars	Clause of the Companies Act, 2013	Compliance	Remarks
(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 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 Talwar
Company Secretary & Compliance Officer



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