



PANTALOONS FASHION & RETAIL LIMITED

(Formerly Peter England Fashions & Retail Limited)

Registered Office: 701-704, 7th Floor, Skyline Icon Business Park, 86-92 Off A. K. Road, Marol Village, Andheri (East), Mumbai, Maharashtra

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

Tel: +91 86529 5000; **Fax:** +91 86529 5400

POSTAL BALLOT FORM

Serial No.

(1) Name(s) of Member(s)
Including Joint-holders, if any :

(2) Registered Address of the Sole/
First named Shareholder :

(3) Registered Folio No. /
DPID No. & Client ID No.* :
(*Applicable to investors holding shares in demat form)

(4) No. of Shares held :

I/ We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated hereunder/ in the notice dated July 31, 2015 of the Company by sending my/ our assent (FOR) or dissent (AGAINST) to the said Resolution by placing tick (✓) mark at the appropriate box below.

Item No.	Brief Description of the Resolution	No. of Equity Shares held	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	Approve Composite Scheme of Arrangement amongst Aditya Birla Nuvo Limited, Madura Garments Lifestyle Retail Company Limited and Pantaloons Fashion & Retail Limited and their respective Shareholders and Creditors under Sections 391 and 394 and other relevant provisions of the Companies Act, 1956 and any amendments thereto or replacements thereof.			

Place:

Date:

(Signature of the Shareholder/ Power of Attorney Holder/ Authorised Representative)

PARTICULARS FOR VOTING THROUGH ELECTRONIC MEANS

EVEN (Electronic Voting Event Number)	User ID	Password
102342		

Note:

- 1) Please read carefully the instructions printed overleaf before exercising the vote.
- 2) Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting : On Friday, August 7, 2015 at 09.00 a.m.

End of e-voting : On Sunday, September 6, 2015 at 05.00 p.m.

GENERAL INSTRUCTIONS

1. Mr. Dilip Bharadiya, Practicing Company Secretary has been appointed as the Scrutiniser to scrutinise the Postal Ballot and e-voting process in a fair and transparent manner.
2. During the voting period, shareholders of the Company, holding shares in either physical form or in dematerialised form, as on the Cut-off date i.e. July 31, 2015, may cast their vote electronically or through Postal Ballot. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on July 31, 2015 ("Cut-off date").
3. Voting by Postal Ballot in physical form or through electronic means, can be exercised only by the shareholder or his/ her duly constituted attorney or in case of bodies corporate the duly authorised person. It cannot be exercised by a proxy.
4. Once you have voted on the resolution, you will not be allowed to modify your vote.
5. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots including e-votes submitted. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The Chairman will announce the results of the Postal Ballot including e-voting on or before Wednesday, September 9, 2015 at 4.00 p.m. at the Registered Office of the Company situated at 701-704, 7th Floor, Skyline Icon Business Park, 86-92, Off A.K. Road, Marol Village, Andheri (East), Mumbai - 400 059. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on its website i.e. www.pantaloons.com besides being communicated to BSE Limited and National Stock Exchange of India Limited.
6. In case Members cast their vote both by Postal Ballot and e-voting, the vote casted through e-voting shall prevail and the vote casted through Postal Ballot Form shall be considered invalid.

INSTRUCTIONS TO SHAREHOLDERS OPTING FOR VOTING IN PAPER MODE/ POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/ registered/ speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "instructions for Public Shareholders for voting electronically" in the Postal Ballot Notice sent herewith.
3. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/ her absence, by the next named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the member's signature on the postal ballot does not match with the specimen signature available with the Company/ Registrar & Transfer Agent
 - b) if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - c) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. There will be only one Postal Ballot Form for every folio, irrespective of the number of joint shareholders.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorisation to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. A shareholder need not use all his votes nor he need to cast all his votes in the same way.
8. Duly completed Postal Ballot Form should reach the Scrutinizer by 5.00 p.m. on Sunday, September 6, 2015. Any Postal Ballot Form received after this date will be strictly treated as if reply from such shareholder has not been received.
9. Member may request for a duplicate Postal Ballot Form, if so required from the Company by writing to pfrl.secretarial@pantaloons.adityabirla.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutiniser not later than the date specified at item (8) above.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope.
11. The Scrutiniser's decision on the validity of the Postal Ballot Form and any other related matter will be final.