



January 9, 2016

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- 26598237/38
26598120

Sub.: Outcome of the Board Meeting of Pantaloons Fashion & Retail Limited ("the Company") held on January 9, 2016
[Scrip Code: BSE – 535755; NSE – PFRL]

Ref.: 1. Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations")
2. Composite Scheme of Arrangement between the ("the Company"), Aditya Birla Nuvo Limited ("ABNL"), Madura Garments Lifestyle Retail Company Limited ("MGLRCL") and their respective shareholders and creditors u/s 391 to 394 of the Companies Act, 1956 ("Composite Scheme")

Dear Sir/Madam,

This is in reference to our letters dated May 3, 2015 and December 5, 2015, whereby it was respectively informed to you,

- a) that the Board of Directors of the Company, at its meeting held on May 3, 2015, had approved the Composite Scheme, subject to the necessary statutory and regulatory approvals; and
- b) that the Hon'ble High Court of Bombay had, sanctioned the Composite Scheme filed vide Company Scheme Petition No. 812 of 2015 (connected with Company Summons for Direction No. 642 of 2015) on December 5, 2015.

The Hon'ble High Court of Gujarat had also sanctioned the Composite Scheme on October 23, 2015.

In that regard, please note that the Board of Directors of the Company, the Madura Demerger Committee of the Board of Directors of ABNL and Madura Garments Lifestyle Demerger Committee of the Board of Directors of MGLRCL have, at their respective meetings held earlier today i.e. on January 9, 2016, after considering the status of all conditions to the effectiveness of the Composite Scheme as set out therein, made and declared the **Effective Date of the Composite Scheme** to be **January 9, 2016**.

Pursuant to the Scheme becoming effective, Madura Fashion, the branded apparel retailing division of ABNL and Madura Lifestyle, a luxury branded apparel retailing division of MGLRCL, will form part of the Company w.e.f. April 1, 2015 (i.e. the Appointed Date as per the Composite Scheme) and will collectively form a division of the Company viz. Madura Fashion & Lifestyle. The present business of the Company i.e. Pantaloons Format business will form another separate division of the Company.



Pantaloons Fashion & Retail Limited

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Tel: +91-8652905000 **Fax:** +91-8652905400
CIN: L18101MH2007PLC233901 **Email:** pfri@pantaloons.adityabirla.com **Website:** www.pantaloons.com



Further, please note that ABNL and MGLRCL have fixed **Thursday, January 21, 2016**, as the **Record Date** for the purpose of determining their respective Equity Shareholders to whom shares of the Company shall be allotted pursuant to the provisions of the Composite Scheme and for determining their respective entitlements, in the following swap ratio recommended by the independent valuers:-

- Shareholders of ABNL will get 26 new Equity Shares of the Company for every 5 Equity Shares held in ABNL pursuant to the demerger of Madura Fashion;
- Shareholders of MGLRCL will get 7 new Equity Shares of the Company for every 500 Equity Shares held in MGLRCL pursuant to the demerger of Madura Lifestyle; and
- Preference shareholder of MGLRCL will get 1 new Equity Share of the Company.

Equity Shares of the Company will be issued to those eligible shareholders of ABNL and MGLRCL, whose names appear

- as Beneficial Owners at the close of working hours on January 21, 2016, as per the list to be furnished by the Depositories (NSDL & CDSL) in respect of the equity shares of ABNL held in electronic form;
- as Shareholders in the Register of Members of ABNL as on January 21, 2016, after giving effect to all valid share transfers in physical form which are received on or before January 21, 2016 by M/s. Sharepro Services (Pvt.) Ltd., Registrar & Transfer Agent of ABNL; and
- as Shareholders in the Register of Members of MGLRCL as on January 21, 2016.

Certified True Copy of the Order (dated December 21, 2015) passed by the Hon'ble High Court of Bombay on December 5, 2015, thereby sanctioning the Composite Scheme, has also been filed electronically with the Registrar of Companies, Maharashtra, Mumbai, today i.e. on January 9, 2016.

Copy of the letter issued by ABNL, as per the provisions of Regulation 42 of the SEBI Regulations, is attached herewith as **Annexure A** for your ready reference.

The above is for your information and record.

Thanking you,

Yours faithfully,

For **Pantaloons Fashion and Retail Limited**


Geetika Anand

Company Secretary & Compliance Officer



Encl.: a/a

Central Depository Services (India) Ltd.

16th & 17th Floor

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Dalal Street, Fort,

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National Securities Depository Ltd.

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Pantaloons Fashion & Retail Limited

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9th January, 2016

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National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (East)
Mumbai – 400 051
cmllist@nse.co.in

Dear Sirs,

Sub: Composite Scheme of Arrangement amongst Aditya Birla Nuvo Limited (ABNL) and Madura Garments Lifestyle Retail Company Limited (MGLRCL) and Pantaloon Fashion & Retail Limited (PFRL) and their respective Shareholders and Creditors ("the Scheme")

Ref: Scrip Code: BSE - 500303; NSE – ABIRLANUVO

1. Please refer to our letter dated 3rd May, 2015 intimating you of the approval of the Scheme by the Board of Directors of ABNL ("the Company"). The Scheme inter alia provides for the transfer by way of demerger of "Madura Undertaking", an undertaking of the Company, on a going concern basis, to PFRL and the consequent issue of Equity Shares by the Resulting Company to the Shareholders of the Company in terms of the Composite Scheme of Arrangement, under Sections 391 – 394 of the Companies Act, 1956.
2. Please also refer to our letter dated 26th October, 2015 intimating you of the sanction of the Scheme by the Hon'ble High Court of Gujarat at Ahmedabad on 23rd October, 2015.
3. Pursuant to the petition filed by PFRL, the Hon'ble High Court of Bombay has also sanctioned the said Scheme on 5th December, 2015.
4. The Madura Demerger Committee of Directors ("the Committee") set up by the Board of Directors of the Company and empowered to, inter alia, exercise all powers and discharge all functions of the Board for effecting the demerger of the Madura Undertaking in terms of the Scheme and the Board of Directors of PFRL, at their respective meetings held earlier today, have, after considering the status of all conditions to the effectiveness of the Scheme, as set out in the Scheme, **declared the Effective Date of the Scheme to be 9th January, 2016.**

As the Scheme has become effective, "the Madura Undertaking", as defined in the Scheme, stands transferred to and vested in PFRL with effect from the Appointed Date,

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ADITYA BIRLA



i.e., 1st April, 2015, as a going concern, in the manner more particularly provided in the Scheme.

5. The Company has also fixed **Thursday, the 21st January, 2016, as the Record Date** for determining the entitlement of the equity shareholders of ABNL to receive, pursuant to the Scheme fully paid up equity shares of the face value of Rs.10/- each of PFRL in the ratio of 26 (twenty six) equity shares of PFRL of the face value of Rs.10/- each credited as fully paid up for every 5 (five) equity shares of the face value of Rs.10/- each fully paid up held by the equity shareholders in ABNL.

The equity shares of PFRL will be issued to those eligible shareholders of ABNL whose names appear:

- a) as Beneficial Owners at the close of working hours on 21st January, 2016, as per the list to be furnished by the Depositories (NSDL & CDSL) in respect of the equity shares of ABNL held in electronic form; and
 - b) as Shareholders in the Register of Members of ABNL as on 21st January, 2016, after giving effect to all valid share transfers in physical form which are received on or before the close of working hours on 21st January, 2016 by M/s. Sharepro Services (India) Pvt. Ltd., Mumbai, the Share Transfer Agents and Registrars of the Company.
6. We request you to kindly consider this as Notice under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. Request you to kindly take the above information on record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For ADITYA BIRLA NUVO LIMITED

Ashok Malu

Joint President & Company Secretary

Cc: National Securities Depository Ltd.
Trade World- A Wing,
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Lower Parel, Mumbai- 400 013

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