

ADITYA BIRLA



December 5, 2015

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.
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 - 2659 8237/38
2659 8120

Sub.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 36 of the Equity Listing Agreement
[Scrip Code: BSE – 535755; NSE – PFRL]

Ref.: Composite Scheme of Arrangement between the Pantaloons Fashion & Retail Limited ("the Company"), Aditya Birla Nuvo Limited, Madura Garments Lifestyle Retail Company Limited 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 letter dated May 3, 2015, whereby it was informed to you 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.

In that regard, please note that the Hon'ble High Court of Bombay has today i.e. on December 5, 2015, sanctioned the Composite Scheme filed vide Company Scheme Petition No. 812 of 2015 (connected with Company Summons for Direction No. 642 of 2015).

The effectiveness of the Composite Scheme will be *inter alia* subject to filing of a copy of the said order with the jurisdictional Registrar of Companies, Mumbai, Maharashtra.

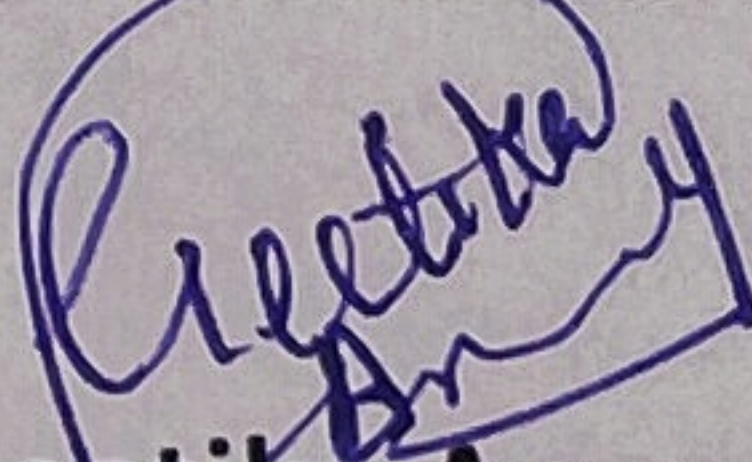
Certified True Copy of the order sanctioning the Composite Scheme is awaited and the same will be filed separately with you on its receipt.

The above is for your information and record.

Thanking you,

Yours faithfully,

For **Pantaloons Fashion & Retail Limited**


Geetika Anand

Company Secretary & Compliance Officer



CC:

Central Depository Services (India) Limited
17th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001.
Fax # 022 - 2272 2072

National Securities Depository Limited
Trade World, A wing, 4th & 5th Floors,
Kamala Mills Compound, Lower Parel,
Mumbai - 400 013.
Fax # 022 - 2497 6351

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