



PANTALOONS FASHION & RETAIL LIMITED

Declaration of Results of E-voting and poll of the 7th Annual General Meeting of the Company held on August 27, 2014

The Company had extended the facility of e-voting to the Shareholders of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 7th Annual General Meeting of the Company ("said AGM") as per the provisions of the Companies Act, 2013 read with Clause 35B of the Listing Agreement. The e-voting facility had commenced on August 21, 2014 at 9.00 a.m. and ended on August 23, 2014 at 6.00 p.m.

Also, pursuant to the provisions of the Companies Act, 2013 and more particularly in terms of the clarification issued by the Ministry of Corporate Affairs vide General Circular No. 20 of 2014 dated June 17, 2014, member(s) attending the said AGM, who had not voted through the e-voting mechanism, were given an opportunity to participate in the voting, by means of Poll conducted at the said AGM.

The Board of Directors had appointed Mr. Dilip Bharadiya, Practising Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours on August 23, 2014 and poll received till the conclusion of the said AGM and submitted his Report on August 28, 2014.

The Consolidated Results of e-voting and poll as per the Scrutinizers' Report dated August 28, 2014 are as follows:

Item No.	Agenda Item	Type of Resolution	Valid Votes						Invalid Votes	
			Voted in favour (Assent)			Voted against (Dissent)			No. of members	No. of votes casted
			No. of members Present and Voting	No. of votes casted	% of valid votes	No. of members Present and Voting	No. of votes casted	% of valid votes		
1	Adoption of Financial Statements for the year ended March 31, 2014	Ordinary	69	83780423	100.00%	0	0	0.00%	0	0
2	Appoint a Director in place of Mr. Sushil Agarwal who retires by rotation	Ordinary	65	83777943	100.00%	4	2480	0.00%	0	0

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

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CIN: L18101MH2007PLC233901 Email: pirl@pantaloons.adityabirla.com Website: www.pantaloons.com

ADITYA BIRLA

3	Appointment of M/s S.R.BC & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	69	83780423	100.00%	0	0	0.00%	0	0
4	Appointment of Mr. P. Murari as an Independent Director	Ordinary	65	83780038	100.00%	3	359	0.00%	0	0
5	Appointment of Mr. Bharat Patel as an Independent Director	Ordinary	67	83780094	100.00%	2	329	0.00%	0	0
6	Appointment of Mr. Pranab Barua as Managing Director	Special	64	83780036	100.00%	5	387	0.00%	0	0
7	Increase in Authorized Share Capital of the Company and consequent Special alteration of Memorandum of Association ("MOA") to such extent	Special	64	83778250	100.00%	6	2253	0.00%	0	0
8	Further Issue of Securities	Special	66	83778262	100.00%	3	2161	0.00%	0	0
9	Approval of Borrowing Limits of the Company	Special	67	83780377	100.00%	3	126	0.00%	0	0
10	Adoption of new Articles of Association of the Company containing Special regulations in conformity with the Companies Act, 2013	Special	68	83780413	100.00%	1	10	0.00%	0	0

Based on the consolidated Report of the Scrutinizer, it is hereby declared that all Resolution(s) as set out in the Notice of 7th Annual General Meeting have been duly approved by the Shareholders with requisite majority and directed that the resolutions be recorded in the minutes book recording the proceedings of general meetings of the Members.

For **Pantaloons Fashion & Retail Limited**


Pranab Barua
 Chairman of the AGM



Date : August 28, 2014
 Place: Mumbai

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