



**PANTALOONS FASHION & RETAIL LIMITED**

**Declaration of Results of Postal Ballot and e-voting**

[In terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 & Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013]

Pursuant to the Order dated July 31, 2015 passed by the Order of the Hon'ble High Court of Bombay dated July 31, 2015 in Company Summons for Directions No. 642 of 2015, the provisions of Section 110 of the Companies Act, 2013 ("Act") read with Rules made thereunder and other applicable provisions, if any, of the Act and as required under SEBI Circulars bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 ("SEBI Circulars"), Pantaloons Fashion & Retail Limited ("the Company") completed the dispatch of Postal Ballot Notice alongwith the Postal Ballot Form in respect of the Composite Scheme of Arrangement ("said notice") on August 6, 2015. The said Notice was dispatched in physical mode alongwith a self-addressed postage-prepaid Business Reply Envelope to all Public Shareholders of the Company whose names appeared on the Register of Members/ List of beneficial owners as received from National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") and electronically to all the Public Shareholders whose email IDs were registered with the Company/ NSDL/ CDSL as on July 31, 2015 i.e. the Cut-off date, seeking the consent of the Public Shareholders by means of Postal Ballot and voting by electronic means to the Composite Scheme of Arrangement amongst the Company, Aditya Birla Nuvo Limited and Madura Garments Lifestyle Retail Company Limited and their respective shareholders and creditors ("the Composite Scheme of Arrangement"). The voting period and e-voting facility had commenced on Friday, August 7, 2015, at 9:00 a.m. and ended at 5:00 p.m. on Sunday, September 6, 2015.

Mr. Dilip Bharadiya, a Practising Company Secretary was appointed as the Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner ("the Scrutinizer"). The Scrutinizer has carried out the scrutiny of all the electronic votes and physical Postal Ballot Forms received upto 5:00 p.m. on September 6, 2015 and has submitted his report dated September 6, 2015.

The details of Results of Postal Ballot and e-voting as per the details furnished by the Scrutinizer are as follows:

| Sr. No.                  | Particulars                               | Number of Form(s)/ Vote(s) | Number of Shares representing Form(s)/ Vote(s) | % of Total Votes |
|--------------------------|---|----------------------------|--|------------------|
|                          |   | (A)                        | (B)  | (C)              |
| 1                        | a) Total Forms received - Physical mode   | 88                         | 13,445   | 0.08%            |
| 2                        | b) Total votes received - Electronic mode | 246                        | 1,71,73,762                                    | 99.92%           |
| <b>Total Votes (1)</b>   |   | <b>334</b>                 | <b>1,71,87,207</b>                             | <b>100.00 %</b>  |
| 3                        | a) Less: Invalid forms - Physical mode    | 5                          | 665  | 0.00%            |
| 4                        | b) Less: Invalid votes - Electronic mode  | 0                          | -  | 0.00%            |
| <b>Invalid Votes (2)</b> |   | <b>5</b>                   | <b>665</b>                                     | <b>0.00%</b>     |



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| Sr. No.                                       | Particulars   | Number of Form(s)/ Vote(s) | Number of Shares representing Form(s)/ Vote(s) | % of Total Votes |
|---|---|----------------------------|--|------------------|
|   |   | (A)                        | (B)  | (C)              |
| 5   | a) Total Valid Forms - Physical mode                  | 83                         | 12,780   | 0.07%            |
| 6   | b) Total Valid votes - Electronic mode                | 246                        | 1,71,73,762                                    | 99.92%           |
| <b>Total Valid Votes (1-2)</b>                |   | <b>329</b>                 | <b>1,71,86,542</b>                             | <b>100.00 %</b>  |
| 7   | a) Total Valid Forms giving Assent - Physical mode    | 73                         | 12,116   | 0.07%            |
| 8   | b) Total Valid votes giving Assent - Electronic mode  | 237                        | 1,71,73,623                                    | 99.92%           |
| <b>Total Votes in favor of the Resolution</b> |   | <b>310</b>                 | <b>1,71,85,739</b>                             | <b>100.00 %</b>  |
| 9   | a) Total Valid Forms giving Dissent - Physical mode   | 10                         | 664  | 0.00%            |
| 10  | b) Total Valid votes giving Dissent - Electronic mode | 9                          | 139  | 0.00%            |
| <b>Total Votes against the Resolution</b>     |   | <b>19</b>                  | <b>803</b>                                     | <b>0.00%</b>     |

| <b>Date of declaration of Postal Ballot Result</b>  |   | September 8, 2015  |                                |
|---|---|--|--------------------------------|
| <b>Total Number of Public Shareholders as on the Cut-off Date i.e. July 31, 2015</b>  |   | 34,555   |                                |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b>   |   |  |                                |
| Promoter and Promoter Group   |   | Not Applicable   |                                |
| Public  |   |  |                                |
| <b>No. of Shareholders who attended the meeting through Video Conferencing</b>  |   |  |                                |
| Promoter and Promoter Group   |   | Not Applicable   |                                |
| Public  |   |  |                                |
| <b>Details of Agenda</b>  | <b>Resolution required (Ordinary/ Special)</b>  | <b>Mode of Voting (show of hands/ Poll/ Postal Ballot/ E-voting)</b> | <b>Remarks</b>                 |
| Approval of Composite Scheme of Arrangement amongst the Company, Aditya Birla Nuvo Limited and Madura Garments Lifestyle Retail Company 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. | Votes cast by the Public Shareholders of the Company in favour to be more than the votes cast by the Public Shareholders against, as set out in the SEBI Circulars. | Postal Ballot & e-voting   | Passed with requisite Majority |







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**Mode of voting:** Postal Ballot & e-voting pursuant to the SEBI Circulars

| Promoter/<br>Public                   | No. of<br>shares held  | No. of votes<br>polled | % of Votes<br>Polled on<br>outstanding<br>shares | No. of Valid<br>Votes –<br>in favour | No. of<br>Valid<br>Votes<br>-<br>against | % of<br>Valid<br>Votes in<br>favour<br>on votes<br>polled | % of<br>Valid<br>Votes<br>against<br>on votes<br>polled |
|---------------------------------------|--|------------------------|--|--------------------------------------|--|---|---|
|                                       | (1)  | (2)                    | (3) =<br>[(2)/(1)]<br>* 100                      | (4)                                  | (5)                                      | (6) =<br>[(4)/(2)]<br>* 100                               | (7) =<br>[(5)/(2)]<br>* 100                             |
| <b>Promoter and Promoter Group</b>    | Promoter and Promoter Group holding 67,39,082 Equity Shares of the Company have not been considered in voting process. |                        |  |                                      |  |   |   |
| <b>Public - Institutional holders</b> | 98,76,535  | 93,74,068              | 94.91%   | 93,74,068                            | 0  | 100.00%   | 0.00%   |
| <b>Public – Others</b>                | 1,55,26,212  | 78,13,139              | 50.32%   | 78,11,671                            | 803                                      | 99.98%  | 0.01%   |
| <b>Total</b>                          | <b>2,54,02,747</b>   | <b>1,71,87,207</b>     | <b>67.66%</b>                                    | <b>1,71,85,739</b>                   | <b>803</b>                               | <b>99.99%</b>   | <b>0.00%</b>  |

Based on the Scrutinizer's Report, it is hereby declared that Resolution as set out in the Postal Ballot Notice approving the Composite Scheme of Arrangement has been duly approved by the Public Shareholders of the Company with requisite majority as per the SEBI Circulars.

For Pantaloons Fashion & Retail Limited

  
Pranab Barua  
Managing Director



Date : September 8, 2015  
Place : Mumbai