



## **PANTALOONS FASHION & RETAIL LIMITED**

*(formerly known as Peter England Fashions and Retail Limited)*

**Registered Office :** 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai- 400 059, Maharashtra.

**CIN:** L18101MH2007PLC233901; **Web:** [www.pantaloons.com](http://www.pantaloons.com);

**Email:** [pfrl.secretarial@pantaloons.adityabirla.com](mailto:pfrl.secretarial@pantaloons.adityabirla.com);

**Tel:** +91 - 8652905000; **Fax:** +91 - 8652905400

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### **NOTICE OF EIGHTH ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Eighth Annual General Meeting of the Members of Pantaloons Fashion & Retail Limited will be held on Friday, August 28, 2015, at 11.00 am at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028, to transact, with or without modification(s), as may be permissible, the following businesses:

#### **ORDINARY BUSINESS**

##### **Item no. 1 - Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2015 and the Report(s) of the Directors and Auditors thereon.

##### **Item no. 2 - Appointment of Director:**

To appoint a Director in place of Mr. Sushil Agarwal [holding Directors Identification Number 00060017], who retires from office by rotation and being eligible, offers himself for re-appointment.

##### **Item no. 3 - Appointment of Auditors and fixing their remuneration:**

To appoint M/s. S R B C & CO LLP, Chartered Accountants [ICAI Firm Registration Number 324982E], as Statutory Auditors of the Company, to hold office from the conclusion of this Eighth Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as the Board of Directors (which term shall be deemed to include Audit Committee thereof) may fix in this behalf.

#### **SPECIAL BUSINESS**

##### **Item No. 4 - Appointment of Ms. Sukanya Kripalu as an Independent Director:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act"), Rules made thereunder read with Schedule IV of the Act, Clause 49 of the Equity Listing Agreement, and other applicable provisions, if any of the Act and Equity Listing Agreement (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sukanya Kripalu [holding Directors Identification Number 06994202], who was appointed as an Additional Director of the Company with effect from October 13, 2014, as per the provisions of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from October 13, 2014."

##### **Item No. 5 - Appointment of Mr. Arun Thiagarajan as an Independent Director:**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act"), Rules made thereunder read with Schedule IV of the Act, Clause 49 of the Equity Listing Agreement, and other applicable provisions, if any of the Act and Equity Listing Agreement (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Thiagarajan [holding Directors Identification Number 00292757], who was appointed as an Additional Director of the Company with effect from May 11, 2015, as per the provisions of Section 161

of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from May 11, 2015."

**Item No. 6 - Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,000 crore, on private placement basis**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the rules made thereunder ("Rules"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ("Regulations"), Equity Listing Agreement, Debt Listing Agreement ("Listing Agreements"), Memorandum and Articles of Association of the Company and all other applicable provisions of the Act, Rules, Regulations, Listing Agreements (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and such other applicable laws, rules, regulations, guidelines [other applicable laws], approvals, consents, sanctions and permissions, as may be necessary from time to time, consent of the members of the Company be and is hereby accorded to issue and/or offer and/or invite subscription for and/or allot Non-Convertible Debentures of the Company of upto ₹ 1,000 crore, through Private Placement, in one or more tranches, during a period of one year from the conclusion of the Eighth Annual General Meeting (however, including the authorization obtained by the Company, by means of Postal Ballot, on February 24, 2015, to issue and/or offer and/or invite subscription for and/or allot Non-Convertible Debentures of the Company of upto ₹ 1,000 crore and within the total borrowing limit(s) of the Company, as approved by the Members from time to time), to such person or persons (who may or may not be the debenture holders of the Company) as the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted Committee(s) of thereof or such other persons authorised by the Board) may at its sole discretion decide, at such terms and conditions as may be determined and considered proper and most beneficial to the Company, under the Act and/or Rules and/or Regulations and/or Listing Agreements and/or other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writing, as may be required in this regard and to delegate all or any of these powers to any of the Director(s) and/ or Key Managerial Personnel and/ or officer(s) of the Company."

**Item No. 7 - Approval for Transactions with Madura Fashion & Lifestyle, a division of Aditya Birla Nuvo Limited (Ultimate Holding Company)**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and Clause 49 of the Equity Listing Agreement (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any duly constituted Committee(s) of thereof or such other persons authorised by the Board), to enter into the "Related Party Transaction(s)" during the Financial Year 2015-16, with Madura Fashion & Lifestyle, a division of Aditya Birla Nuvo Limited (Ultimate Holding Company), for such transactions of commercial nature, as more particularly enumerated in the explanatory statement to the Notice in such manner and on such terms and conditions as may be mutually agreed between the Board of the Company and Aditya Birla Nuvo Limited.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

By Order of the Board

Sd/-

Place : Mumbai  
Date : May 13, 2015

**Geetika Anand**  
Company Secretary & Compliance Officer

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

### **Item Nos. 4 and 5:**

Ms. Sukanya Kripalu and Mr. Arun Thiagarajan were appointed as Additional Independent Directors of the Company by the Board of Directors ("Board"), with effect from October 13, 2014 and May 11, 2015 respectively, to hold office for a term of five consecutive years from their respective date of appointment, pursuant to Section 161 of the Companies Act, 2013 ("the Act") read with Article 110 of the Articles of Association of the Company.

Pursuant to the provision of Section 161 of the Act, Ms. Kripalu and Mr. Thiagarajan will hold office upto the date of the ensuing Annual General Meeting (AGM). The Company has received notice(s) in writing as per the provisions of Section 160 of the Act, to propose the candidature of Ms. Kripalu and Mr. Thiagarajan, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act and Clause 49 of the Equity Listing Agreement ("Listing Agreement").

Both Ms. Kripalu and Mr. Thiagarajan have provided:-

- a) their consent to act as Independent Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014
- b) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under Sub-section(2) of Section 164 of the Act and
- c) a declaration to the effect that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

Considering the rich experience and vast knowledge of Ms. Kripalu & Mr. Thiagarajan, their presence on the Board will be valuable to the Company. Further, in the opinion of the Board, Ms. Kripalu & Mr. Thiagarajan, fulfil the conditions specified in the Act and the rules made thereunder and they are independent of the management. Hence, it is proposed to appoint them as Independent Directors of the Company, as per the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Resolutions set out at Item Nos. 4 and 5 of the Notice seek the approval of members for considering appointment of Ms. Kripalu and Mr. Thiagarajan as Independent Directors of the Company for a period of upto October 12, 2019 and May 10, 2020 respectively. They will not be liable to retire by rotation.

Brief resume of Ms. Kripalu and Mr. Thiagarajan are provided in the annexure to the Notice. A copy of their draft letter of appointment setting out the terms and conditions is available for inspection by the members of the Company at the Registered office of the Company during normal business hours on working days upto the date of Annual General Meeting.

Other than Ms. Kripalu and her relatives, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the proposed Ordinary Resolution set out in Item No. 4 of the Notice, except to the extent of their equity holding in the Company, if any.

Other than Mr. Thiagarajan and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are interested or concerned in the proposed Ordinary Resolution set out in Item No. 5 of the Notice, except to the extent of their equity holding in the Company, if any.

### **Item No. 6:**

As per the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, a company issuing and/or offering and/ or making an invitation to subscribe to and/ or allot Non- Convertible Debentures ("NCDs") on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year. Accordingly, the Company had, by way of a Special Resolution passed through a Postal Ballot (including voting by electronic means) ("said postal ballot"), received the approval of Members of the Company on February 24, 2015, to issue and/or offer and/or invite subscriptions for and/ or allot NCDs, on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company as approved by the Members from time to time ("issuance of NCDs").

As per the provisions of the Act, as the results of the said Postal Ballot were declared on February 24, 2015, the same is deemed to be the date of passing the Special Resolution by the Members of the Company and hence approval obtained for issuance of NCDs, will be operative only upto February 23, 2016.

In order to continue to avail the greater financial flexibility & optimal financing structure, sought to be achieved through the issuance of NCDs as aforesaid, upto August 27, 2016 and in order to avoid additional cost of seeking the approval of the Members through Postal Ballot (including voting by electronic means) or by convening an Extra-ordinary General Meeting of the Members of the Company.

The Special Resolution set out at Item No. 6 of the Notice seeks the approval for merely extending the time limit of the approval for issuance of NCDs on private placement basis, obtained through the said postal ballot, for a period of 1 year from the date of this Annual General Meeting i.e. upto August 27, 2016. This resolution enables the Board of Directors of the Company (which term shall include any Committee of the Board) to offer or invite subscription for NCDs, on such terms and conditions, including the issue price of the NCDs, upto an amount not exceeding ₹ 1000 Crore (Rupees One Thousand Crore), from time to time until August 27, 2016. The NCDs will be issued in accordance with the applicable provisions of the Act, relevant rules made thereunder and other applicable laws.

None of the Directors, Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution(s), except to the extent of their equity holding in the Company, if any.

#### **Item No. 7:**

All the Related Party Transactions ("RPTs") proposed to be entered into/ entered into by the Company, during the Financial Year 2015-16, are at arm's length and in the ordinary course of business of the Company. All such transactions have prior approval of the Audit Committee of the Board of Directors and the Board of Directors of the Company.

However, pursuant to Clause 49(VII) of the Equity Listing Agreement, all material transactions with the Related Party(ies) i.e. transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the Annual Turnover of the Company, as per the last audited financial statements of the Company, shall be approved by the Members of the Company, through Special Resolution, wherein such Related Party(ies) shall abstain from voting.

Indigold Trade and Services Limited ("ITSL") i.e. the immediate Holding Company of the Company, is a Wholly Owned Subsidiary of Aditya Birla Nuvo Limited ("ABNL") and hence, ABNL is Ultimate Holding Company of the Company, qualifying to be a Related Party of the Company. Madura Fashion & Lifestyle ("MFL") is one of the division(s) of ABNL and it operates in Fashion & Lifestyle (Branded apparels & Textiles) industry, similar to the Company.

The Company enters into transaction(s) of purely commercial nature with MFL/ ABNL on an ongoing basis at arm's length and in ordinary course of its business. The transaction(s) proposed to be entered into by and between the Company during the Financial Year 2015-16, were duly approved by the Audit Committee, in its meeting held on March 11, 2015. However, though the transaction(s) proposed to be entered into/ entered into by & between the Company and MFL/ ABNL, during the Financial Year 2015-16, are in the Ordinary Course of business of the Company and are at arm's length, the same would qualify as a material transaction as per the Equity Listing Agreement and thus would require approval of the Members by way of Special Resolution.

The particulars of the transaction are as under :-

- a. (i) Name of the related party
  - MFL, a division of ABNL;
- (ii) Nature of relationship
  - MFL is one of the division(s) of ABNL; and
  - ITSL i.e. the immediate Holding Company of the Company, is a Wholly Owned Subsidiary of ABNL;
- b. Nature and particulars of the contract or arrangement;
- c. Material terms of the contract or arrangement including the value, if any;

- d. Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;

<b>Nature of Contractual relation</b>	<b>Particulars</b>	<b>Material Terms (incl. value, if any)</b>	<b>Amount (₹ in Lakhs)</b>	<b>Manner of determination of Price and other commercial terms</b>
<b>Payables</b>				
-	Payment for Office Cost	Rent and reimbursement of actual expenditure, if any	60	On Actuals
-	Sharing of Common costs	Payment for Common Salaries/Other Shared Costs	770	On Actuals
Vendor	Payment for Royalty	@0.5% on the Sales	100	On Actuals
Customer	Other cost recoveries	Reimbursement of Local Body Tax, Entry Tax etc.	60	On Actuals
Vendor	Purchase of Trade goods - Pantaloons Stores	a) 35% on invoice discount; b) upto 5% towards Target Linked Discount c) upto 8% recovery towards cost incurred by the Company for Green Card Management	13,600	In line with standard terms/cost MFL incurs with any other large format retailer
Vendor	Purchase of Trade goods-Factory Outlets	a) 25% on invoice discount b) Reimbursement of scheme discounts given to customers	1,750	In line with standard terms/cost MFL incurs with any other value format retailer
-	Payment for Warehousing Cost	Rent and reimbursement of actual expenditure, if any	200	On Actuals
-	Transfer Security Deposit	Transfer of security deposit of planet fashion assets	200	On Actuals
-	Transfer of Assets	At Written Down Value	120	At Written Down Value
-	Reimbursement of Showroom Rent for stores	Rent and reimbursement of actual expenditure, if any	30	On Actuals
-	Purchase of Finished Garments [Freight on Board (FOB)]	Sale (FOB)/ Jobwork	450	In line with standard terms/ cost MFL incurs with any other value format retailer
Vendor	Purchase of Fabric	At Market Price	200	In line with standard terms/cost MFL incurs with any other value format retailer
Customer	Discount Reimbursement to Trendin	Discount Sharing @ 50: 50	240	As per the market norms and is in comparison with the industry
Vendor	Cut & Make Charges	Reimbursement of Cut & Make Charges	511	As per industry practice
<b>Sub-Total(A)</b>			<b>18,291</b>	

<b>Nature of Contractual relation</b>	<b>Particulars</b>	<b>Material Terms (incl. value, if any)</b>	<b>Amount (₹ in Lakhs)</b>	<b>Manner of determination of Price and other commercial terms</b>
<b>Receivables</b>				
Customer	Sale of Fabric	At Market Price	150	In line with standard terms/ cost MFL incurs with any other value format retailer
Customer	Cash Discount	Cash discount on early payment	400	In line with discounting charges recovered from other vendors @ 12.75% pa
Customer	Sale of Traded Goods	40% discount on MRP	1,778	In line with standard terms with any other e-commerce vendor
<b>Sub - Total (B)</b>			<b>2,328</b>	
<b>Grand Total</b>			<b>20,619</b>	
<b>Turnover for Financial Year 2014-15</b>			<b>1,85,073</b>	
<b>Transaction % of the Total Turnover of the Company for Financial Year 2014-15</b>			<b>11.14%</b>	

- e. Duration of the contract(s) :- Financial Year 2015-16;
- f. Advances paid or received for the contract or arrangement, if any :- Nil;
- g. Whether all factors (such as arm's length\*) relevant to contract/ arrangement are considered or not :-  
Yes. All the transactions proposed to be entered into by & between the Company and MFL are at Arm's Length;
- h. Any other information relevant or important for the Board to take a decision on the proposed transaction :- None.

Except, Mr. Pranab Barua, Mr. S. Visvanathan, being the Business Director and Chief Financial Officer ("CFO") of the MFL business of ABNL respectively, and Mr. Sushil Agarwal, being the Whole-time Director and CFO of ABNL and their relatives, none of the other Directors, Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution(s), except to the extent of their equity holding in the Company, if any.

By Order of the Board

Place : Mumbai  
Date : May 13, 2015

Sd/-  
**Geetika Anand**  
Company Secretary & Compliance Officer



## **NOTES FOR MEMBERS' ATTENTION**

### **1. STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business to be transacted at the meeting forms part of this Notice.

### **2. CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS**

The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 18, 2015 to Saturday, July 25, 2015 (both days inclusive).

### **3. APPOINTMENT OF PROXY**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "AGM" OR THE "MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HEREWITH.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, EITHER IN PERSON OR THROUGH POST, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING.**

**PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, CORPORATE MEMBERS, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE CERTIFIED COPY OF THE RESOLUTION/ AUTHORITY, AS APPLICABLE.**

**AN INSTRUMENT FOR APPOINTMENT OF PROXY IS VALID ONLY IF IT IS DULY FILLED, PROPERLY STAMPED AND SIGNED. INCOMPLETE, BLANK, UNDATED PROXY OR PROXY FORM WHICH DOES NOT STATE THE NAME OF THE PROXY, WILL NOT BE CONSIDERED VALID. IF THE COMPANY RECEIVES MULTIPLE PROXIES FOR THE SAME HOLDINGS OF A MEMBER, THE PROXY WHICH IS DATED LAST WILL BE CONSIDERED AS VALID. IF SUCH MULTIPLE PROXIES ARE NOT DATED OR THEY BEAR THE SAME DATE WITHOUT SPECIFIC MENTION OF TIME, ALL SUCH PROXIES SHALL BE CONSIDERED AS INVALID. PROXY WILL BE VALID UNTIL WRITTEN NOTICE OF REVOCATION HAS BEEN RECEIVED BY THE COMPANY BEFORE THE COMMENCEMENT OF THE AGM.**

**THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING. DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE AGM AND ENDING WITH CONCLUSION OF THE AGM, A MEMBER CAN INSPECT THE PROXIES SUBMITTED AT ANY TIME DURING BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.**

### **4. AUTHORISED REPRESENTATIVE**

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorising their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent.

### **5. DIRECTORS APPOINTMENT(S)**

In accordance with the Articles of Association of the Company, all Directors (except Mr. Pranab Barua, who has been appointed as the Managing Director for a term of five years effective from October 25, 2013 and independent directors) retire every year and, if eligible, offer themselves for re-appointment at the Meeting. As per the provisions of the Act, Independent Directors are appointed for a term upto five consecutive years and are not liable to retire by rotation. The relevant details of Directors seeking appointment/ re-appointment under Item nos. 2, 4, 5 of this Notice are provided as part of this notice.

### **6. RESUME OF DIRECTORS AS PER CLAUSE 49 OF THE EQUITY LISTING AGREEMENT**

Brief resume of Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and

memberships/ chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Equity Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. The same also forms part of this Notice.

#### **7. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Section 101 and Section 136 of the Act, read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s).

Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company [www.pantaloons.com](http://www.pantaloons.com) and also forming part of this Notice, to Link Intime India Private Limited or to the Company.

Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

Members may also note that the Notice of the 8<sup>th</sup> Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.pantaloons.com](http://www.pantaloons.com) for downloading. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form free of cost, upon making a request for the same. For any communication, the members may also send requests to the Company's investor email id: [pfri.secretarial@pantaloons.adityabirla.com](mailto:pfri.secretarial@pantaloons.adityabirla.com).

#### **8. SUBMISSION OF MEMBERS PERMANENT ACCOUNT NUMBER [PAN]**

The Securities and Exchange Board of India ("SEBI") has mandated submission of PAN by every participant in the Securities Market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.

#### **9. INSPECTION OF REGISTERS AND DOCUMENTS**

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.

Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Act, shall remain open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10.00 a.m. and 12.00 noon upto the date of the AGM.

#### **10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**

#### **11. Members are requested to please read the "Company's Recommendations to the Shareholders/ Investors" information provided in the "Shareholders' Information" Section of the Annual Report 2014-15.**

#### **12. Members/ proxies should bring their Attendance Slip/ Proxy Form sent herewith, duly filled in, for attending the AGM.**

#### **13. VOTING**

- a. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Saturday, August 22, 2015, i.e. the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the AGM (i.e. remote e-voting). The remote e-voting period will commence at Tuesday, August 25, 2015 at 9.00 a.m. and will end on Thursday, August 27, 2015 at 5.00 p.m. In addition, the facility for voting through electronic voting system shall also be made available at the AGM. The Members



attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

- b. The Company has appointed Mr. Dilip Bharadiya, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- c. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

### **PROCEDURE FOR REMOTE E-VOTING**

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM.

- a) **E-Voting to commence**                      On Tuesday, August 25, 2015 at 09.00 a.m.
- b) **E-Voting to end**                                On Thursday, August 27, 2015 at 05.00 p.m.
- c) **URL**    <https://www.evoting.nsdl.com/>.

The instructions for remote e-voting are as under:

#### **A) In case of Members receiving an e-mail from NSDL:**

1. Open the attached PDF file "Pantaloons Remote e-Voting.pdf" attached to the email, using your Client ID (*in case you are holding shares in demat mode*) or Folio No. (*in case you are holding shares in physical mode*) as password. The PDF file contains your UserID and Password for e-voting. Please note that the password is an "initial password".
2. Launch an internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put "user ID" and "password" as noted in initial password in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. Password change menu shall appear. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please take a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
6. Home page of "e-voting" will open. Click on e-voting - Active Voting Cycles.
7. Select Electronic Voting Event Number [EVEN] of Pantaloons Fashion & Retail Limited.
8. Now you are ready for remote e-voting as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon Confirmation, the message "Vote cast successfully" will be displayed.
11. Once you have confirmed the resolution, you will not be allowed to modify your vote.
12. Institutional members [i.e., other than Individuals, Hindu Undivided Family (HUF), Non-resident Indian (NRI), etc.] are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through an e-mail to [scrutinizer.pfrrl@pantaloons.adityabirla.com](mailto:scrutinizer.pfrrl@pantaloons.adityabirla.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **B) In case of Members receiving physical copy of the AGM Notice and Attendance Slip:**

1. Initial Password is as provided, as follows, at the bottom of the Attendance Slip.

Electronic Voting Event Number (EVEN)	User ID	Password/ Pin

2. Please follow all steps from Sr. No. 1 to Sr. No. 12 mentioned above, to cast vote.

#### **Other information:**

1. In case of any queries, you may refer to the "Frequently Asked Questions" ("FAQs") for members and "e-voting user manual" for members available at the "Downloads" sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or Board line No. of NSDL: +91 022 2499 4600/ 4738.

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
3. The remote e-voting period commences on Tuesday, August 25, 2015 at 09.00 a.m. and ends on Thursday, August 27, 2015 at 05.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, August 22, 2015.
5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [pfri.secretarial@pantaloons.adityabirla.com](mailto:pfri.secretarial@pantaloons.adityabirla.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your Password, you can reset your Password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990 or Board line No. of NSDL i.e. +91 022 2499 4600/ 4738.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting and voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. Every Client ID No./ Folio No. will have one vote, irrespective of number of joint holders. However, in case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the AGM.
8. A member can opt for only one mode of voting i.e. either through remote e-voting or by voting at the AGM. If a member casts vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid. Members who have voted by remote e-voting have the right to attend the Meeting and accordingly their presence shall be, counted for the purpose of Quorum.
9. Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through ICICI direct website, you can also access the e-voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

**General Instructions:**

1. Mr. Dilip Bharadiya, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM with the assistance of scrutinizer and representatives of NSDL for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
3. The Scrutinizer shall after the conclusion of e-voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pantaloons.com](http://www.pantaloons.com) and on the website of NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited. The results shall also be available for inspection at the Registered Office of the Company.

By Order of the Board

Place : Mumbai  
Date : May 13, 2015

Sd/-  
**Geetika Anand**  
Company Secretary & Compliance Officer

**Details of the Directors seeking appointment/ re-appointment in the 8<sup>th</sup> Annual General Meeting to be held on August 28, 2015  
(Pursuant to Clause 49 of the Equity Listing Agreement and Secretarial Standards on General Meetings)**

<b>Name of Director</b>	<b>Mr. Sushil Agarwal</b>	<b>Ms. Sukanya Kripalu</b>	<b>Mr. Arun Thiagarajan</b>
<b>Date of Birth/ Age</b>	June 13, 1963/ 52 years	October 30, 1960/ 54 years	September 7, 1944/ 70 years
<b>Date of First Appointment</b>	August 6, 2009	October 13, 2014	May 11, 2015
<b>Director Identification Number</b>	00060017	06994202	00292757
<b>Qualification</b>	M. Com, C.A.	Graduate in Mathematics and Alumna of IIM, Kolkata	Master's Degree in Engineering (Electrical) from Stockholm and Master's Degree in Business Administration and Information System from Sweden
<b>Brief Profile including expertise in specific Functional Area</b>	Mr. Agarwal is a Whole-time Director and Chief Financial Officer of Aditya Birla Nuvo Limited, the ultimate Holding Company of the Company ("ABNL"). He has been with the Aditya Birla Group since the beginning of his career in 1989 and has privilege of working closely with the former Chairman Late Mr. Aditya Vikram Birla and current Chairman Mr. Kumar Mangalam Birla. He has richly contributed with his widely acknowledged financial acumen and analytical skills in many Restructuring, Mergers and Acquisitions initiatives of the Aditya Birla Group. He is on the board of several companies.	Ms. Kripalu is a specialist in the field of marketing, strategy, advertising, market research among others. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg India. She was the Chief Executive Officer of Quadra Advisory and is presently Director at Sukanya Consulting.	Mr. Thiagarajan has attended the Advanced Management Program of the Harvard Business School. He has previously served as the Part-time Chairman of ING Vysya Bank Limited, Managing Director of Asea Brown Boveri Limited, Vice-chairman of Wipro Limited and as President of Hewlett-Packard India Private Limited. Presently, he is on the board of the various companies.
<b>No. of Board Meetings attended during Financial Year 2014-15</b>	5	3	Nil
<b>List of other Indian Public Limited Companies in which Directorships held <sup>(1)</sup></b>	1) Aditya Birla Nuvo Limited; 2) ABNL Investment Limited; 3) Aditya Birla Housing Finance Limited; 4) Aditya Birla Insurance Brokers Limited; 5) Aditya Birla Money Mart Limited.	1) Ultra Tech Cement Limited; 2) Huhtamaki PPL Limited; 3) Positive Packaging Industries Limited.	1) Alstom India Limited; 2) TTK Prestige Limited; 3) Idea Cellular Limited; 4) Gokaldas Exports Limited.
	<b>Chairperson/ Member of Committees(s) of Board of Directors of the Company <sup>(2)</sup></b>		
	<b>Member</b> : 1) Audit Committee; 2) Stakeholders Relationship Committee	<b>Member</b> : 1) Audit Committee; 2) Stakeholders Relationship Committee	<b>Member</b> : Audit Committee.
	<b>Chairperson/ Member of the Committee(s) of Board of Directors of other Companies in which he/ she is a Member/ Chairperson <sup>(2)</sup></b>		
<b>a) Audit Committee</b>	<b>Chairperson</b> : Nil <b>Member</b> : Nil	<b>Chairperson</b> : Nil <b>Member</b> : Nil	<b>Chairperson</b> : Gokaldas Exports Limited <b>Member</b> : 1) TTK Prestige Limited; 2) Alstom India Limited; 3) Idea Cellular Limited.
<b>b) Shareholders/ Investors Grievance Committee/ Share Transfer Committee</b>	<b>Chairperson</b> : Nil <b>Member</b> : Nil	<b>Chairperson</b> : Nil <b>Member</b> : Nil	<b>Chairperson</b> : Gokaldas Exports Limited <b>Member</b> : Nil
<b>Shareholding in the Company</b>	100 Equity Shares	Nil	Nil

**Notes:** 1) Excludes directorships in the Company, Foreign Companies, Private Companies, Companies formed under Section 25 of the Companies Act, 1956 and Companies formed under Section 8 of the Companies Act, 2013. 2) Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit Committee and Shareholders/ Investors Grievance Committee are considered; 3) None of the Directors are related inter-se each other.





## PANTALOONS FASHION & RETAIL LIMITED

*(formerly known as Peter England Fashions and Retail Limited)*

**Registered Office :** 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai-400 059, Maharashtra.  
**CIN:** L18101MH2007PLC233901; **Web:** [www.pantaloons.com](http://www.pantaloons.com); **Email:** [pfri.secretarial@pantaloons.adityabirla.com](mailto:pfri.secretarial@pantaloons.adityabirla.com);  
**Tel:** +91 - 8652905000; **Fax:** +91 - 8652905400

### PROXY FORM

*[As per Form MGT – 11 and pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of Member(s)</b>	: .....
<b>Registered address</b>	: .....
<b>E - mail Id</b>	: .....
<b>Folio No. /Client ID*</b>	: .....
<b>DP ID*</b>	: .....

*\*applicable in case of shares held in electronic form*

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint:

1. Name: .....  
 Address: .....  
 E – mail ID: ..... Signature: ....., or failing him;
2. Name: .....  
 Address: .....  
 E – mail ID: ..... Signature: ....., or failing him;
3. Name: .....  
 Address: .....  
 E – mail ID: ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company, to be held on the August 28, 2015 at 11.00 a.m. at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400 028, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution(s)	Type of resolution(s)	Assent	Dissent
1.	Adoption of Financial Statements	Ordinary		
2.	Appointment of Director	Ordinary		
3.	Appointment of Auditors and fixing their remuneration	Ordinary		
4.	Appointment of Ms. Sukanya Kripalu as an Independent Director	Ordinary		
5.	Appointment of Mr. Arun Thiagarajan as an Independent Director	Ordinary		
6.	Issuance of Non-Convertible Debentures for an amount of upto ₹ 1,000 crore, on private Placement basis	Special		
7.	Approval for Transactions with Madura Fashion & Lifestyle, a division of Aditya Birla Nuvo Limited ( <i>Ultimate Holding Company</i> )	Special		

Signed this ..... day of ....., 2015

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix  
Re. 1  
Revenue  
Stamp

**Note:** (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(2) Those members who have multiple folios with different jointholders may use copies of this Attendance slip / proxy form.



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**PANTALOONS FASHION & RETAIL LIMITED**

*(formerly known as Peter England Fashions and Retail Limited)*

**Registered Office :** 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92, Off A. K. Road, Marol Village, Andheri (East), Mumbai-400 059, Maharashtra.

**CIN:** L18101MH2007PLC233901; **Web:** [www.pantaloons.com](http://www.pantaloons.com); **Email:** [pfri.secretarial@pantaloons.adityabirla.com](mailto:pfri.secretarial@pantaloons.adityabirla.com);

**Tel:** +91 - 8652905000; **Fax:** +91 - 8652905400

**E-COMMUNICATION REGISTRATION FORM**

Dear Members,

The Ministry of Corporate Affairs and the Securities and Exchange Board of India have commenced Green Initiative by allowing paperless compliances by Companies. The Companies can send Annual Reports and General Notices in electronic mode to members who have registered their email addresses for the purpose.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow members to contribute towards a Greener Environment. This is a golden opportunity for every member of Pantaloons Fashion & Retail Limited to contribute to the Corporate Social Responsibility initiative of the Company.

We therefore invite all our members to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the attached registration form from our website [www.pantaloons.com](http://www.pantaloons.com).

**Let's be part of this 'Green Initiative'!**

**Please note that as a Member of the Company you will be entitled to receive all such communication in physical form, upon request.**

**Best Regards,**

**Geetika Anand**

Company Secretary & Compliance Officer

**E-COMMUNICATION REGISTRATION FORM**

Folio No. / DP ID and Client ID: .....

Name of 1<sup>st</sup> Registered Holder : .....

Name of Joint Holder(s): .....

Registered Address : .....

E-mail ID (to be registered): .....

I/ We shareholder(s) of Pantaloons Fashion & Retail Limited agree to receive communication from the Company in electronic mode.

Please register my above e-mail address in your records for sending communication through e-mail.

Date: .....

Signature: .....

**Note:** Member(s) are requested to keep the Company informed as and when there is any change in the registered e-mail address.

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## PANTALOONS FASHION & RETAIL LIMITED

(Formerly Peter England Fashions & Retail Limited)

**Registered Office:** 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92 Off A. K. Road, Marol Village, Andheri (East), Mumbai, Maharashtra, India.  
**CIN:** L18101MH2007PLC233901; **Website:** [www.pantaloons.com](http://www.pantaloons.com); **Email:** [pfri.secretarial@pantaloons.adityabirla.com](mailto:pfri.secretarial@pantaloons.adityabirla.com)  
**Tel:** +91 8652905000 **Fax:** +91 8652905400

### ATTENDANCE SLIP FOR 8<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON AUGUST 28, 2015 (to be handed over at the registration counter)

**Name:**

**Address:**

**Folio No./ DPID & ClientID:**

**No. of Equity Shares:**

I certify that I am a registered shareholder/ proxy/ representative for the registered shareholder of the Company. I hereby record my presence at the 8<sup>th</sup> ANNUAL GENERAL MEETING of the Company at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400 028.

\_\_\_\_\_  
First/Sole holder/Proxy

\_\_\_\_\_  
Second holder/Proxy

\_\_\_\_\_  
Third holder/Proxy

Dear Member,

#### **Subject: Voting through electronic means (E-voting)**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to members so as to cast vote electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Friday, August 28, 2015 at Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

#### **ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number (EVEN)	User ID	Password / PIN
102321		

The e-voting facility will be available commencing from 9:00 a.m. on Tuesday, August 25, 2015 to Thursday, August 27, 2015, 5:00 pm.

The cut-off date for the purpose of e-voting is August 21, 2015. During the e-voting period, all members of the Company holding shares in any form i.e. physical or dematerialised, may cast their vote electronically.

Please read the instructions printed in the notice before exercising the vote. This communication is an integral part of the Notice dated May 13, 2015, for convening the Annual General Meeting of the Company.

#### **Note:**

*The Company is pleased to offer the option of remote e-voting facility to the Members. The business, as set out in the Notice of the Annual General Meeting (AGM), may be transacted by remote e-voting. Members desiring to exercise remote e-voting option may refer to the detailed procedure on electronic voting provided in the Notice of the AGM.*