



**PANTALOONS FASHION & RETAIL LIMITED**

**Declaration of Results of Postal Ballot including voting by Electronic means on a Special Resolution for issue of Secured/  
Unsecured Non Convertible Debentures on a Private Placement basis**

**(In terms of Section 110 of the Companies Act, 2013 read with Sub-rule (13) of Rule 22 of the Companies (Management and Administration) Rules, 2014)**

Pursuant to 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, the Company completed the dispatch of Postal Ballot Notice alongwith the Postal Ballot Form in respect of Issuance of Non-Convertible Debentures of upto ₹ 1,000 crore, on private placement basis ("said notice") on January 23, 2015. The said Notice was dispatched in physical mode alongwith a self-addressed postage-prepaid Business Reply Envelope to all the members 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") as on January 2, 2015 and electronically to all the Members whose email IDs are registered with the Company / NSDL / CDSL, seeking the Members' consent by means of Postal Ballot, including voting by electronic means. The voting period and e-voting facility had commenced on January 24, 2015 at 9.00 a.m. and ended on February 22, 2015 at 6.00 p.m.

The Board of Directors had appointed Mr. Dilip Bharadiya, Proprietor of M/s Dilip Bharadiya & Associates, Practicing Company Secretary as Scrutinizer for Postal Ballot Process ("Scrutinizer"). The Scrutinizer has carried out the scrutiny of all the electronic votes and physical Postal Ballot Forms received upto the close of working hours (i.e. 06:00 p.m.) on February 22, 2015 and has submitted his report dated February 24, 2015.



**Pantaloons Fashion & Retail Limited**

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

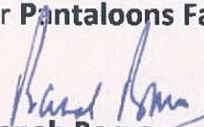


The details of Results of Postal Ballot and e-voting as per the details furnished by the Scrutinizer are as follows:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) [(2)/(1)*100]	(4)	(5)	(6) [(4)/(2)]* 100	(7) [(5)/(2)*100]
Promoter and Promoter Group	6,73,90,782	6,73,90,782	100%	6,73,90,782	0	100%	0%
Public Institutional holders	13,37,919	2,06,152	15.41%	2,06,152	0	100%	0%
Public Others	2,45,69,828	1,94,04,274	78.98%	1,94,03,754	297	99.99%	0%
<b>Total</b>	<b>9,32,98,529</b>	<b>8,70,01,208</b>	<b>93.25%</b>	<b>8,70,00,688</b>	<b>297</b>	<b>99.99%</b>	<b>0%</b>

Based on the Scrutinizer's Report, it is hereby declared that Resolution as set out in the Postal Ballot Notice approving issuance of Non – Convertible Debentures of upto Rs. 1000 Crore on Private Placement Basis has been duly approved by the Shareholders with requisite majority.

For **Pantaloons Fashion & Retail Limited**

  
**Pranab Barua**  
Managing Director



Date : February 24, 2015

Place: Mumbai

### Pantaloons Fashion & Retail Limited

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