



PANTALOONS FASHION & RETAIL LIMITED

(formerly known as Peter England Fashions and Retail Limited)

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

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **SIXTH** Annual General Meeting of the Members of **PANTALOONS FASHION & RETAIL LIMITED** will be held at the Swatantryaveer Savarkar Rashtriya Smarak, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai- 400 028, on Friday, the 23rd August, 2013, at 3.00 p.m. to transact, with or without modification(s), as may be permissible, the following businesses:

ORDINARY BUSINESS

1. Audited Accounts for the Financial year ending on March 31, 2013

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, and Profit and Loss Account for the year ended 31st March, 2013 and the Report of the Directors' and Auditors' thereon.

2. Re-appointment of Mr. Sushil Agarwal, Director retiring by rotation

To appoint a Director in place of Mr. Sushil Agarwal, who retires from office by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Mr. Pranab Barua, Director retiring by rotation

To appoint a Director in place of Mr. Pranab Barua, who retires from office by rotation and being eligible, offers himself for re-appointment.

4. Re-appointment of M/s. S. R. Batliboi & Co. LLP, Statutory Auditors

To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT in conformity with the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Registration No.: 301003E), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Sixth Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration, excluding service tax as applicable and reimbursement of out of pocket expenses, in connection with the Audit as the Board of Directors / Audit Committee of the Board of Directors may fix in this behalf."

SPECIAL BUSINESS

5. Appointment of Mr. P Murari as Director of the Company

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

"RESOLVED THAT pursuant to Article 106 of the Company's Articles of Association and in conformity with the provisions of Section 260 of the Companies, Act, 1956, Mr. P. Murari, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office as such only up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. P. Murari for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. Appointment of Mr. Bharat Patel as Director of the Company

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

"RESOLVED THAT pursuant to Article 106 of the Company's Articles of Association and in conformity with the provisions of Section 260 of the Companies, Act, 1956, Mr. Bharat Patel, who was appointed

as an Additional Director of the Company by the Board of Directors and who holds office as such only up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Bharat Patel for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Dr. Rakesh Jain as Director of the Company

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

“RESOLVED THAT pursuant to Article 106 of the Company’s Articles of Association and in conformity with the provisions of Section 260 of the Companies, Act, 1956, Dr. Rakesh Jain, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office as such only up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing along with a deposit of Rs. 500/- under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Dr. Rakesh Jain for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. Introduction of the “Pantaloons Employee Stock Option Scheme – 2013” for the eligible employees for the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (the “SEBI Guidelines”), the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the ESOP Compensation Committee constituted by the Board to exercise its powers conferred by this resolution) consent of the Company be and is hereby accorded to introduce and implement the “Pantaloons Employee Stock Option Scheme – 2013” (“the Scheme”), the salient features of which are furnished in the Explanatory Statement to the Notice and consent be and is hereby accorded to the Board to create, grant, offer, issue and allot at any time, in one or more tranches and/or in one or more forms, to or for the benefit of such person(s) who are in the permanent employment of the Company in the management cadre, whether working in India or outside India, including any Managing or Whole-time Director(s) of the Company (hereinafter referred to collectively as “employees”) as may be decided by the Board under the Scheme, such number of Stock Options (comprising of options and / or restricted stock units) exercisable into not more than 17,68,300 Equity Shares of ₹ 10/- each, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Guidelines or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other reorganisation of capital structure of the Company, as applicable from time to time, if any additional Equity Shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling of 17,68,300 Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Equity Shares to be issued and allotted on exercise of Stock Options granted under the Scheme and the exercise price of Stock Options granted under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion

as the present face value of ₹ 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Scheme.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms as may be approved by the Members of the Company, the Board is authorised to formulate, evolve, decide upon and implement the Scheme and determine the detailed terms and conditions of the Scheme and including but not limited to the quantum of the Stock Options to be granted per employee, the number of Stock Options to be granted in each tranche, the terms or combination of terms subject to which the said Stock Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme and as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of Stock Options from time to time in the manner aforesaid and such Equity Shares shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed in accordance with the provisions of the listing agreement with the concerned stock exchanges, SEBI guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the Scheme, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme from time to time in conformity with the provisions of the Act, the SEBI Guidelines and other applicable laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme at any stage including at the time of listing of the Equity Shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. Introduction of the "Pantaloons Employee Stock Option Scheme – 2013" for the eligible employees of the holding and/or subsidiary companies of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the "Act") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (the "SEBI Guidelines"), the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, any rules, guidelines and regulations issued by the Reserve Bank of India and any other applicable laws for the time being in force and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the ESOP Compensation Committee constituted by the Board to exercise its powers conferred by this resolution) consent of the Company be and is hereby accorded to the Board, to extend the benefits and coverage of the "Pantaloons Employee Stock Option Scheme – 2013" ("the Scheme"), referred to in the resolution under Item No. 8 of this Notice, also to such persons who are in permanent employment of any holding and/or subsidiary companies of the Company in

the management cadre, whether working in India or outside India, including any Managing or Whole-time Director(s) of the holding and/or subsidiary companies of the Company under the Scheme in the manner mentioned in the resolution under Item No. 8 of this Notice, as may be decided by the Board in accordance with the SEBI Guidelines or other provisions of law as may be prevailing at that time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme at any stage including at the time of listing of the Equity Shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board



Geetika Anand Talwar
Company Secretary

Place: Mumbai
Date : July 22, 2013

NOTES FOR MEMBERS' ATTENTION:

1. APPOINTMENT OF PROXY

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE 6TH ANNUAL GENERAL MEETING.

2. EXPLANATORY STATEMENT :

An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Item Nos. 5, 6, 7, 8 & 9 of the Notice set out above, is annexed hereto.

3. PROXY OF AUTHORISED REPRESENTATIVES :

A person shall be entitled to vote at the Annual General Meeting as a Proxy of an authorised representative of anybody corporate, only if a form of proxy along with copy of the resolution appointing such authorized representative of that body corporate shall have been deposited at the Registered Office of the Company, not less than 48 hours before the scheduled time of the commencement of the meeting.

4. CLOSURE OF REGISTER OF SHAREHOLDERS

The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 19th August, 2013 to Friday, 23rd August, 2013 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members.

- 5.** The Annual Report of the Company for the year 2012-13, circulated to the members of the Company, will be made available on the Company's website (www.pantaloons.com).

6. INSPECTION OF REGISTERS AND DOCUMENTS

Documents referred to in the accompanying Notice and Explanatory Statement are open 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 Annual General Meeting.

Members/proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.

- 7.** Members are requested to pl. read the information contained in the "Shareholders Information" Section of the Annual Report – 2012-13, on Page Nos. 22 to 28.

By Order of the Board



Geetika Anand Talwar
Company Secretary

Place: Mumbai
Date : July 22, 2013

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item no. 5, 6 & 7

Mr. P. Murari, Mr. Bharat Patel and Dr. Rakesh Jain were appointed as Additional Directors of the Company, by the Board of Directors under Article 106 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956, w.e.f April 19, 2013 to hold office only up to the date of this Annual General Meeting.

Considering the qualifications and rich experience of Mr. Murari, Mr. Patel and Dr. Jain, their presence on the Board will be valuable to the Company.

Notices under Section 257 of the Companies Act, 1956, proposing candidature of Mr. Murari, Mr. Patel and Dr. Jain respectively, along with deposit of Rs. 500 each, have been duly received from the Member(s) of the Company.

The resolutions as set out in Items no. 5, 6 & 7 of this Notice are accordingly commended for your approval.

Mr. Murari, Mr. Patel and Dr. Jain are interested in the resolutions, set out in Items no. 5, 6 & 7 of this Notice, to the extent of their own appointment.

Item no. 8 & 9

Stock options in the hands of employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company, providing an opportunity to the employees to share in the growth of the Company. Accordingly, the Company intends to reward, attract, motivate and retain employees and Directors of the Company, its holding and subsidiary companies for their high levels of individual performance, their efforts to improve the financial performance of the Company and their loyalty to the Company, by offering them equity shares by way of an employee stock option scheme. The eligible employees shall be granted Employee Stock Options in the form of Options ("Options") and/ or Restricted Stock Units ("RSUs"). Options and RSUs are collectively referred to as "Stock Options" which will be exercisable into Equity Shares upon such terms and conditions applicable to the Stock Options, as the case may be.

The ESOP Compensation Committee of the Board of Directors and the Board of Directors of the Company vide their resolution dated 22nd July, 2013 resolved to introduce the "Pantaloons Employee Stock Option Scheme – 2013" ("the Scheme") subject to the approval of the Members and the provision of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (the "SEBI Guidelines") and authorised the ESOP Compensation Committee to formulate the detailed terms and conditions of the Scheme and once formulated to administer and implement the Scheme in accordance with the SEBI guidelines.

The Members are informed that the Company intends to offer not more than 17,68,300 equity shares of ₹ 10/- each under the Scheme by way of grant of Stock Options.

Your approval is being sought for issue of Stock Options to eligible employees of the Company, including its Managing or Whole-time Director(s) and that of its holding and / or subsidiary companies by introduction of the Scheme.

The Scheme is being formulated in accordance with the SEBI Guidelines. The salient features of the Scheme are as under:

1. Total number of Stock Options to be granted:

The total number of Stock Options (comprising of Options and RSUs) that may in the aggregate be granted shall be such number that will entitle the grantees to acquire, in one or more tranches, such equity shares of the Company not exceeding 17,68,300 Equity Shares of ₹ 10/- each. The aggregate number of RSUs proposed to be granted under the Scheme shall not be exercisable into more than 50% of the overall ceiling of equity shares to be issued under the Scheme (which number shall be adjusted in lieu of adjustments / re-organisation of capital structure of the Company from time to time).

One Stock Option entitles the grantees to one equity share (i.e. one Option will entitle the grantee to one equity share and one RSU will entitle the grantee to one equity share).

In case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split or consolidation among others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of 17,68,300 Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

Stock Options not vested due to non-fulfillment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying equity shares will be available for grant under the present Scheme or under a new scheme, subject to compliance with the provisions of the Applicable Law.

2. Identification of classes of employees entitled to participate in the Scheme:

Persons who are permanent employees of the Company in the management cadre, working in or out of India, including Managing or Whole-time Director(s) of the Company, and that of the holding and/or subsidiary companies, as may be decided by the Board and / or the ESOP Compensation Committee, shall be eligible to be granted Stock Options under the Scheme.

3. Requirements of vesting and schedule of vesting:

The Board and / or the ESOP Compensation Committee may, at its discretion, lay down certain criteria including but not limited to performance metrics on the achievement of which the granted Stock Options would vest. The detailed terms and conditions relating to such criteria for vesting, the period over which and the proportion in which the Stock Options granted would vest would be subject to the minimum and maximum vesting period as specified below:

- **Vesting schedule for Options:**

The Options would vest not earlier than one year and not later than five years from the date of grant of Options or such other period as may be determined by the Board and / or the ESOP Compensation Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the Options would vest) would be determined by the Board and / or the ESOP Compensation Committee, subject to the minimum vesting period of one year from the date of grant of Options. The Options granted under the Scheme shall vest in one or more tranches.

- **Vesting schedule for RSUs:**

The RSUs would vest not earlier than one year and not later than three years from the date of grant of RSUs or such other period as may be determined by the Board and / or the ESOP Compensation Committee. The vesting schedule (i.e. exact proportion in which and the exact period over which the RSUs would vest) would be determined by the Board and / or the ESOP Compensation Committee, subject to the minimum vesting period of one year from the date of grant of RSUs. The RSUs granted under the Scheme shall vest in one or more tranches.

4. Exercise price or pricing formula:

Exercise price for Options: The Options may be issued at such price that the Board and / or the ESOP Compensation Committee may determine on the date of the grant of Stock Options under the Scheme and specified in the relevant grant documents provided that the Exercise Price per Option shall not be less than the face value of the Equity Share of the Company.

Exercise price for RSUs: The RSUs may be issued at face value or as may be determined by the Board and / or the ESOP Compensation Committee.

5. Exercise period or process of exercise:

The exercise period would commence from the date of vesting and will expire on completion of five years from the date of vesting of Stock Options or such other period as may be determined by the Board and / or the ESOP Compensation Committee.

The Stock Options will be exercisable by the employees by a written application to the Company accompanied by payment of the Exercise Price in such manner and on execution of such documents, as may be prescribed by the Board and / or the ESOP Compensation Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.

6. The appraisal process for determining the eligibility of employees:

The appraisal process for determining the eligibility of the employees will be specified by the Board and / or the ESOP Compensation Committee, and will be based on criteria, such as role / criticality of the employee, length of service with the Company, work performance, technical knowledge, managerial level, future potential and such other criteria that may be determined by the Board and / or the ESOP Compensation Committee at its sole discretion.

The Board and / or the ESOP Compensation Committee may decide to extend the benefits of the Scheme to new entrants or to existing employees on such basis as it may deem fit.

7. Disclosure and accounting policies:

The Company shall comply with such applicable disclosure and accounting policies as prescribed by the SEBI Guidelines and prescribed by the concerned authorities from time to time.

8. Maximum number of Stock Options to be issued per employee and in aggregate:

The maximum number of Stock Options to be granted to any employee shall be decided by the Board and / or the ESOP Compensation Committee. However, the number of Stock Options that may be granted to a single employee under the Scheme shall not exceed 1.87% of the paid-up Equity Share capital at the time of grant of Stock Options (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time).

The aggregate of all such Stock Options shall not result into more than 17,68,300 Equity Shares of the Company which shall be adjusted in lieu of adjustments/ re-organisation of capital structure of the Company from time to time.

9. Method of Stock Option valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Stock Options. The difference between the employee compensation cost so computed and the cost that shall have been recognised if it had used the Fair Value of the Stock Options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on Earnings Per Share of the Company shall also be disclosed in the Directors' Report.

10. Transferability of Stock Options:

The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of a Stock Option holder while in employment, the right to exercise all the Stock Options granted to him till such date shall be transferred to his legal heirs or nominees.

11. Other Terms:

The Board and / or the ESOP Compensation Committee shall have the absolute authority to vary or modify the terms of the Scheme in accordance with the regulations and guidelines prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the employees who have been granted Stock Options under the Scheme.

As the Scheme would entail issue of further shares to persons other than the existing shareholders, consent of Members is being sought, in terms of Section 81(1A) of the Companies Act, 1956. Additionally, in accordance with the SEBI Guidelines, a separate resolution is required to be passed, if benefits of the Scheme as stated in Resolution No. 8 of this Notice are being extended to the employees of holding and / or subsidiary companies. Therefore, a separate resolution as stated in Resolution No. 9 is proposed to extend the benefits of the Scheme to the permanent employees

(in the management cadre) including Managing or Whole-time Directors of the holding and / or subsidiary companies of the Company.

The resolutions as set out in Item no. 8 & 9 of this Notice is accordingly commended for your acceptance.

None of the Directors of the Company are in any way, concerned or interested in the resolution, except to the extent of the Stock Options that may be offered to them under the Scheme. The Stock Options to be granted under the Scheme shall not be treated as an offer or invitation made to the public for subscription in the securities of the Company.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Geetika Anand Talwar', enclosed within a hand-drawn rectangular border.

Geetika Anand Talwar
Company Secretary

Place: Mumbai
Date : July 22, 2013

Details of the Directors seeking Appointment/Re-appointment in the Annual General Meeting to be held on 23rd August, 2013

| Name of Director | Mr. Bharat Patel | Mr. P. Murari | Mr. Pranab Barua | Dr. Rakesh Jain | Mr. Sushil Agarwal |
|--|--|---|---|--|--|
| Date of Birth | September 25, 1944 | August 19, 1934 | September 21, 1952 | January 19, 1961 | June 13, 1963 |
| Date of Appointment | April 19, 2013 | April 19, 2013 | January 23, 2009 | April 19, 2013 | August 6, 2009 |
| Qualification | M.A (Economics), MBA (Marketing) | M.A. (Economics) | Graduate in English Honours | M.Tech and Ph.D | M. Com, C.A. |
| Expertise in specific Functional Area | Has over 40 years of varied experience in the field of marketing, sales, exports, manufacturing, etc. | IAS (Retd.) having rich administrative experience | Has over 35 years of professional experience in Apparel & Retail business. | Has rich experience in the areas of business development, strategy formulation and technology management. | Has rich experience in restructuring, merger & acquisitions & is widely acknowledged for financial acumen & analytical skills. |
| List of Public Ltd. Companies (in India) in which outside Directorships held | <ol style="list-style-type: none"> Nesco Limited Sasken Communication Technologies Ltd Birla Sun Life Asset Management Co. Ltd Sistema Shyam Teleservices Ltd. | <ol style="list-style-type: none"> Aditya Birla Nuvo Limited Aban Offshore Ltd. IDEA Cellular Ltd. XPRO India Ltd. HEG Ltd. Bajaj Holdings and Investment Ltd. Bajaj Auto Ltd. Fortis Malar Hospitals Ltd. Adayar Gate Hotel Ltd. Great Eastern Energy Corporation Ltd. | <ol style="list-style-type: none"> Madura Garments Lifestyle Retail Co. Ltd. Aditya Birla Retail Ltd. | <ol style="list-style-type: none"> Idea Cellular Ltd. Aditya Birla Nuvo Limited Thai Polyphosphate & Chemicals Company Ltd. Birla Sun Life Insurance Company Ltd. Aditya Birla Minacs Worldwide Ltd. Aditya Birla Minacs IT Services Ltd. Birla Management Centre Services Ltd Aditya Birla Science & Technology Company Ltd | <ol style="list-style-type: none"> Aditya Birla Nuvo Limited ABNL Investment Limited Aditya Birla Insurance Brokers Limited Aditya Birla Money Mart Limited Aditya Birla Minacs Worldwide Limited Aditya Birla Power Company Limited BGH Exim Limited Madura Garments Lifestyle Retail Company Limited Mangalam Carbide Limited |
| Chairman/ Member of Committee(s) of Board of Directors of the Company | Member of Audit Committee, Investor Relations & Finance Committee and ESOP Compensation Committee | Chairman of Audit Committee and Member of Investor Relations & Finance Committee and ESOP Compensation Committee | Member of Investor Relations & Finance Committee and ESOP Compensation Committee | — | Member of Audit Committee |
| Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he is a Director | — | <p>As a Chairman</p> <ol style="list-style-type: none"> Adayar Gate Hotel Ltd. Aban Offshore Ltd. <p>As a member</p> <ol style="list-style-type: none"> Fortis Malar Hospitals Ltd. Xpro India Ltd Great Eastern Energy Corporation Ltd Aditya Birla Nuvo Ltd. | — | — | <p>As a member</p> <ol style="list-style-type: none"> Aditya Birla Money Mart Limited Aditya Birla Minacs Worldwide Limited |
| b) Shareholders/Investors Grievance/Investors Relations & Finance Committee/ Share Transfer Committee | — | <p>As a Chairman</p> <ol style="list-style-type: none"> Aditya Birla Nuvo Ltd. Bajaj Holding & Investment Ltd. | — | — | <p>As a member</p> <ol style="list-style-type: none"> Aditya Birla Money Mart Limited |

Note: Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit Committee, and Shareholders/ Investors Grievance/Investors Relations & Finance Committee/Share Transfer Committee are considered.



PANTALOONS FASHION & RETAIL LIMITED

(formerly known as Peter England Fashions and Retail Limited)

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

FORM OF PROXY

I/We of
 in the district
 of being a Member/Members
 of PANTALOONS FASHION AND RETAIL LIMITED hereby appoint Mr./Ms.....
 of in the
 district of or failing him/her,
 Mr./Ms. of in the district of
 as my/our proxy/representative to vote on behalf of me/us at the SIXTH
 ANNUAL GENERAL MEETING of the Company to be held on Friday, the 23rd August, 2013 and any adjournment thereof.
 Signed this day of, 2013.

****I wish my above Proxy to vote in the manner as indicated in the box below:**

| Sr. Nos. | Resolution | For | Against |
|----------|---|-----|---------|
| 1 | Audited Accounts for the Financial year ending on March 31, 2013 | | |
| 2 | Re-Appointment of Mr. Sushil Agarwal as a Director of the Company, who retires from office by rotation | | |
| 3 | Re-Appointment of Mr. Pranab Barua as a Director of the Company, who retires from office by rotation | | |
| 4 | Appointment of M/s S. R. Batliboi & Co. LLP as Statutory Auditors | | |
| 5 | Appointment of Mr. P. Murari, as a Director of the Company | | |
| 6 | Appointment of Mr. Bharat Patel, as a Director of the Company | | |
| 7 | Appointment of Dr. Rakesh Jain, as a Director of the Company | | |
| 8 | Introduction of the "Pantaloons Employee Stock Option Scheme-2013" for the eligible employees for the Company | | |
| 9 | Introduction of the "Pantaloons Employee Stock Option Scheme-2013" for the eligible employees of the holding and/or subsidiary companies of the Company | | |

| | |
|--------------------|--|
| DP ID * | |
| Client ID * | |
| Regd. Folio No. | |
| No. of Shares Held | |

Affix
Re. 1
Revenue
Stamp

*Applicable if shares are held in electronic form

.....
Signature

Note: The proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding this meeting.

****** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



PANTALOONS FASHION & RETAIL LIMITED

(formerly known as Peter England Fashions and Retail Limited)

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

ATTENDANCE SLIP

| |
|--------------------|
| DP ID * |
| Client ID * |
| Regd. Folio No. |
| No. of Shares Held |

NAME AND ADDRESS OF REGISTERED SHAREHOLDER

*Applicable if shares are held in electronic form

I certify that I am a registered shareholder/proxy/representative for the registered shareholder of the Company.

I hereby record my presence at the SIXTH ANNUAL GENERAL MEETING of the Company at Swa. Savarkar Rashtriya Smarak, 252, Veer Savarkar marg, Shivaji Park, Dadar (West), Mumbai- 400 028, on Friday, the 23rd August, 2013, at 3.00 p.m.

.....
Member's/ Proxy's/ Representative's Signature

Note : Please fill this Attendance Slip and hand it over at the ENTRANCE OF THE HALL.

TEAR HERE

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