



October 13, 2015

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.  
Fax # 022 2272 3121

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400 051.  
Fax # 022- 022 2659 8237/38  
022 2659 8120

**Sub.: Quarterly Compliance Report on Corporate Governance of Pantaloons Fashion & Retail Limited ("Company") for the quarter ended September 30, 2015**

**Ref: Clause 49 of the Equity Listing Agreement  
[Scrip Code: BSE – 535755; NSE – PFRL]**

Dear Sir(s),

The Quarterly Compliance Report on Corporate Governance for the quarter ended September 30, 2015, as per the provisions of Clause 49 of the Equity Listing Agreement, is enclosed herewith.

Request you to take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
For Pantaloons Fashion & Retail Limited

  
**Geetika Anand**  
Company Secretary & Compliance Officer



Encl: a/a.

## **Pantaloons Fashion & Retail Limited**

Regd. Office: 701-704, 7<sup>th</sup> Floor, Skyline Icon Business Park, 86-92 Off Andheri-Kurla Road, Marol Village, Andheri East, Mumbai, Maharashtra-400059, India

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

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



## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (II C)	Yes	
(D) Other Provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	The details of establishment of Whistle Blower Mechanism is disclosed by the Company on its Website and also in the Directors' Report of the Company which forms part of the Annual Report for the for Financial Year 2014-15 ( <i>hereinafter referred to as "AR-2014-15"</i> ) on pg no. 13.
<b>III.</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	N.A.	The Company does not have any subsidiary.
<b>VI. Risk Management</b>	<b>49(VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		

### Pantaloons Fashion & Retail Limited

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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloons Fashion & Retail Limited
Quarter ended	: September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
(A) Related Party Transactions	49(VIII A)	N.A.	The Policy on dealing with Related Party Transactions is placed on the website of the Company and web-link of the same was provided on pg no. 8 of AR-2014-15.
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	While preparing the financial statements of the Financial Year 2014-15, the Company has followed the applicable Accounting Standards. Hence there was no need to provide explanation as required under this clause in the AR-2014-15.
(C) Remuneration of Directors	49(VIII C)	Yes	The Company has complied with the requirements of this clause in the AR-2014-15 on pg nos. 22, 26 to 28 & 48 .
(D) Management	49(VIII D)	Yes	Management Discussion and Analysis Report was a part of the Directors' Report which forms a part of the AR 2014-15 and also included all the prescribed details on pg no. 2 to 6.
(E) Shareholders	49(VIII E)	Yes	The Company has complied with the requirements of this clause in the AR 2014-15 on pg nos. 37, 38 & 49.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49(VIII F)	N.A.	The Company has not made any public issue, right-issue, preferential issue etc.
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	Yes	The Company has complied with the requirements of this clause in the AR 2014-15 on pg no. 59 & 60.
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	The requirement of the yearly Compliance Report on Corporate Governance was compiled by the Company in the AR 2014-15 on pg no. 37.

### Pantaloons Fashion & Retail Limited

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CIN: L18104MH1992PL2022091 Email: cfd@pantaloons.adityabirla.com Website: www.pantaloons.com





## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company	: Pantaloon Fashion & Retail Limited
Quarter ended	: September 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
XI. Compliance	49(XI)	Yes	The Company has obtained a certificate from S R B C & CO LLP (Chartered Accountants) complying the conditions of corporate governance as stipulated in this clause and the same was a part of the AR 2014-15 on page no. 36.

For Pantaloon Fashion & Retail Limited

  
Geetika Anand

Company Secretary & Compliance Officer

