



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

<b>Name of the Company</b>	: Pantaloons Fashion & Retail Limited
<b>Quarter ended</b>	: March 31, 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	Details of establishment of Whistle Blower Mechanism shall be given in the Directors' Report forming part of the Annual Report.
<b>III. Audit Committee</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	

**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-400055  
 Tel: +91-8652905000 Fax: +91-8652905400

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



**ADITYA BIRLA**

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

<b>Name of the Company</b>	<b>: Pantaloons Fashion &amp; Retail Limited</b>
<b>Quarter ended</b>	<b>: March 31, 2015</b>

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(1)	(2)	(3)	(4)
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related Party Transactions	49(VIII A)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(B) Disclosure of Accounting Treatment	49(VIII B)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(C) Remuneration of Directors	49(VIII C)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(D) Management	49(VIII D)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(E) Shareholders	49(VIII E)	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
(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>	N.A.	Will be complied with in the Annual Report for the financial year 2014-15
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	The requirement of the yearly Compliance Report on Corporate Governance will be complied with in the Annual Report for the year 2014-15
<b>XI. Compliance</b>	<b>49(XI)</b>	N.A.	Will be complied with in the Annual Report for the financial year 2014-15

For **Pantaloons Fashion & Retail Limited**

**Geetika Anand Talwar**

**Company Secretary & Compliance Officer**



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