

PANTALOON RETAIL (INDIA) LIMITED

Regd. Off.: "Knowledge House", Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Company will be held at Rangswar, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021 on Wednesday, 3rd November, 2010 at 4:00 pm or soon after conclusion of the Court Convened Meeting of the Members for the Scheme of Arrangement between the Company and Future Value Retail Limited and their respective Shareholders whichever is later, to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 30th June 2010 and the Balance Sheet as at that date together with the reports of Auditors' and Directors' thereon.
2. To declare dividend on Preference shares and Equity shares.
3. To appoint a Director in place of Mrs. Bala Deshpande who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. V. K. Chopra who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Rakesh Biyani who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint a Director in place of Mr. Gopikishan Biyani who retires by rotation and being eligible offers himself for re-appointment.
7. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution:

"RESOLVED THAT Mr. Kailash Bhatia, who was appointed as an Additional Director under Section 260 of the Companies Act, 1956 and who holds office up to the date of the ensuing Annual General Meeting of the Company and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Kailash Bhatia as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the "**Act**") (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "**GOI**"), the Reserve Bank of India (the "**RBI**"), the Securities and Exchange Board of India (the "**SEBI**") and/ or any other competent authorities (including any amendment thereto or re-enactment thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's equity shares ("**Equity Shares**") and class B shares ("**Class B Shares**") are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee thereof) consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot (including provisions for reservation on firm and/or competitive basis, of

such part of issue and for such categories of person(s) including employee(s) of the Company as may be permitted), in one or more tranches such number of Equity Shares and/or Class B Shares or any such instrument convertible into Equity / Class B Shares or giving the holder a right to subscribe to Equity Shares and/or Class B Shares including fully / partly / optionally convertible debentures, non-convertible debentures along with warrants, bonds, whether attached to other securities or otherwise, or any other financial instruments convertible into or linked to Equity Shares and/or Class B Shares, with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares and/or Class B Shares in registered or bearer form, secured or unsecured and other securities (all of which are hereinafter collectively referred to as “**Securities**”) or any combination thereof, whether secured by way of charge on the assets of the company or unsecured as may be decided by the Board, in one or more tranches of public and/or private offerings and/or qualified institutional placement and/or on preferential allotment basis or any combination thereof through issue of prospectus and /or placement document and/ or other permissible/requisite offer document, to any eligible person, including but not limited to Domestic / Foreign Investors / Foreign Institutional Investors, Non Resident Indians, Companies, Bodies Corporate, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals, Employees of the Company and any other categories of investors (collectively called the “**Investors**”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, financial advisors and legal advisors up to an amount not exceeding ₹ 750 crores inclusive of such premium in one or more tranches as may be determined by the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 (the “SEBI ICDR Regulations 2009”) and such other applicable provisions, the Board may at their absolute discretion, issue, offer and allot Equity Shares / Class B Shares / Fully / Optionally / Partly Convertible Debentures / Non Convertible Debentures with or without any warrants attached thereto or any securities (other than warrants), which are convertible into or exchangeable with Equity Shares and/or Class B Shares for up to the amount of ₹ 750 crores as specified above in one or more tranches, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations, 2009) pursuant to a Qualified Institutional Placement, in accordance with the above applicable provisions. The relevant date for the determination of applicable price for the issue of the Securities means the date of the meeting in which the Board of the Company or the Committee of Directors decides to open the proposed issue. Such securities shall be fully paid up and the allotment of such securities shall be completed within 12 (twelve) months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI ICDR Regulations, 2009 from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI ICDR Regulations, 2009.

RESOLVED FURTHER THAT for the purpose of giving effect to the above and any other, issue and allotment of Securities, the Board be and is hereby authorized to take all such actions, give directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into of arrangements including arrangements for the Lead Managers, Underwriters, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s) and to do all requisite filings with SEBI, the Government of India, the RBI, if required and any other concerned authority in India or outside, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of its power to any Committee of Directors to give effect to the aforesaid resolutions and is authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares and/or Class B Shares including but not limited to :

- a. approving the offer document and filing the same with the any other authority or persons as may be required;
- b. approving the issue price, the number of Equity Shares and/or Class B Shares to be allotted, the basis of allocation and allotment of Equity Shares and/or Class B Shares;
- c. arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of Equity Shares and/or Class B Shares by the Company;
- d. opening a separate special account with a scheduled bank to receive monies in respect of the issue of the Equity Shares and/or Class B Shares of the Company;
- e. making applications for listing of the Equity Shares and/or Class B Shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- f. finalization of the allotment of the securities on the basis of the bids received;
- g. finalization of and arrangement for the submission of the placement document(s) and any amendments supplements thereto, with any applicable government and regulatory authorities, institutions or bodies as may be required;
- h. approval of the preliminary and final placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the Lead Managers / Underwriters/ Advisors in accordance with all applicable laws, rules, regulations and guidelines;
- i. finalization of the basis of allotment in the event of over-subscription;
- j. acceptance and appropriation of the proceeds of the issue of the Securities;
- k. authorization of the maintenance of a register of holders of the Securities;
- l. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- m. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- n. seeking the listing of the Securities on any Indian stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- o. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- p. deciding the pricing and terms of the Securities, and all other related matters.
- q. making all such necessary applications with the appropriate authorities and making the necessary regulatory filings in this regard;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such other appropriate authority, may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board or any designated officer of the Company in this regard be and are hereby confirmed, approved and ratified."

By order of the Board
for **Pantaloon Retail (India) Ltd.**

Place: Mumbai
Date : 7th October, 2010

Deepak Tanna
Company Secretary

NOTES:

1. **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.** Duly completed and stamped Proxy should be returned to the Registered Office of the Company, not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of the notice.
3. Only registered Members (i.e., Preference share holders, Equity shareholders and Class B Shares (Series 1) holders) of the Company may attend and vote at the Annual General Meeting. Voting rights of Preference shareholders and Class B shares (Series 1) holders would be governed as per provisions of Articles of Association and Companies Act, 1956 and rules made thereunder.
4. **Voting on Resolution:** Each member present shall have one vote in case of voting by show of hands. If any resolution at the meeting is put to vote on a poll or if any resolution is put to vote by postal ballot, each Class B Shareholder shall be entitled to one vote for every ten Class B Shares held and each Equity shareholder shall be entitled to one vote for every equity share held. Preference shareholders shall be entitled to vote only on resolution affecting their rights.
5. The Register of Members and Share Transfer Books will be closed from Friday the 22nd October, 2010 to Monday the 25th October, 2010 (both days inclusive). If the final dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after 3rd November, 2010 as under:
 - (i) To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by the National Securities Depository Limited and Central Depository Services (India) Limited, at the close of business hours on 21st October, 2010;
 - (ii) To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the Close of business hours on 25th October, 2010.
6. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
 LINKINTIME INDIA PRIVATE LIMITED
 C-13, Pannalal Silk Mills Compound,
 LBS Marg, Bhandup (West), Mumbai 400078
 Phone No. (022) 25963838 Fax No. (022) 25946969
 email : rnt.helpdesk@linkintime.co.in
7. Members are requested to send their queries with regard to the Accounts at least seven days in advance to the Registered Office of the Company.
8. Members/ Proxies are requested to bring the attendance slips duly filled in and copies of the Annual Report to the Meeting.
9. Members are informed that the unpaid dividend amount remaining unclaimed relating to the financial year 2002-03 onwards can be claimed from R & T Agent after submission of necessary information and documents. Unclaimed and unpaid dividend shall become due for transfer to the Investor Education and Protection Fund established by the Central Government in terms of Section 205A(5) of the Companies Act, 1956 on expiry of seven years from the date of its declaration.
10. **To avoid loss of dividend warrants in transit and undue delay in respect of receipt of dividend warrants, the Company has provided a facility to the Members for remittance of dividend through Electronic Clearing System (ECS). The ECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agents.**
11. Disclosure pursuant to Clause 49 of the Listing Agreement in regard to the directors seeking appointment and re-appointment at the ensuing Annual General Meeting is given in the Annexure.
12. As a measure of economy, Members holding both, Equity Shares and Class B Shares are being sent only one copy of the Annual Report. Further, copies of the Annual Report will not be distributed at the Annual General Meeting and Members are requested to bring their copies to the Meeting.

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

ITEM NO. 8

Mr. Kailash Bhatia was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956 read with Article 65 of the Articles of Association of the Company, by the Board of Directors with effect from 1st April, 2010 and accordingly he holds office up to the date of this Annual General meeting. The Company has received a notice from a member along with a deposit of ₹ 500/- proposing the candidature of Mr. Kailash Bhatia to the office of director pursuant to section 257 of the Companies Act, 1956. Approval of the shareholders is sought for his appointment as director liable to retire by rotation.

Mr. Kailash Bhatia is B.Tech in Textile and MBA and has over 28 years of rich and valuable experience and worked with well known companies like Arvind Mills and Weekender. Prior to joining the Future Group, he was the Founder and Promoter of Color Plus Fashions, based at Chennai.

At Future Group, Mr. Bhatia has handled various responsibilities in his position as CEO – Integrated Merchandising Group of the Company.

The Board of Directors recommend this resolution for your consideration and approval as an ordinary resolution.

The details of Mr. Kailash Bhatia in pursuance of the provisions of the Listing Agreement are mentioned in the statement separately.

None of the Directors except Mr. Kailash Bhatia is in anyway concerned or interested in the above resolution.

ITEM NO. 9

The Company proposes to increase its equity capital base by way of infusion of further equity capital or such other security which would be later on converted into Equity Shares and/or Class B Shares or give right to the holders of the securities to subscribe to the equity capital at a later date. The proposed infusion of equity capital is to part finance the augmentation of working capital, repayment of high cost loans, acquisition of new business and projects, investment opportunities and for other general corporate purposes. The capital raising options would further strengthen the financial position of the Company.

In order to increase its capital base for augment working capital, repayment of loans, acquisition of new business and projects, investment opportunities and for other general corporate purposes, it is proposing to create, offer, issue and allot equity shares at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories and combination of Investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate. The Company intends to issue Securities for a value of up to ₹ 750 crores in one or more tranches.

The Special Resolution ("**Special Resolution**") also seeks to empower the Board to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI ICDR Regulations, 2009 apart from other options of private / public placements. The Board, may in their discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations, 2009. The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations, 2009 shall be freely determined subject to such price not being less than the price calculated in accordance with provisions of Chapter VIII of the SEBI ICDR Regulations, 2009. The pricing of the Securities in other mode of placements would be as per applicable statutory provisions.

The Special Resolution seeks to give the Board, the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement as may be applicable.

Section 81(1A) of the Companies Act, 1956 and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares and/or Class B Shares of the Company are listed provides, inter alia, that when it is proposed to

increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such Company in the manner laid down in Section 81 unless the shareholders in a General Meeting or by way of postal ballot decides otherwise. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares / securities convertible into shares of the Company otherwise than to the shareholders of the Company, the consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and the Listing Agreement.

Accordingly, the consent of the shareholders is also being sought in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares and/or Class B Shares of the Company are listed. The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the said Resolution to the extent of Securities that may be subscribed by the companies / institutions / investors of which they are Directors or Members. The proposed offer is in the interest of the Company and your Directors recommends the Resolution for your approval.

By order of the Board
for **Pantaloon Retail (India) Ltd.**

Place : Mumbai
Date : 7th October, 2010

Deepak Tanna
Company Secretary

Registered office:
Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai 400060.

Information provided pursuant to Clause 49 of the Listing Agreement with the Exchange(s) in respect of individuals proposed to be appointed / re-appointed as Directors.

Name of Director	Mrs. Bala Deshpande	Mr. V. K. Chopra
Date of Birth	15/04/1966	06/03/1946
Date of Appointment	27/04/2007	24/07/2008
Number of Shares held	Nil	Nil
Number of Warrants held	Nil	Nil
Qualifications	M. A. in Economics MMS from Jamnalal Bajaj, Mumbai	Chartered Accountants and Certified Associates of Indian Institute of Bankers
Experience in special functional Area	Private Equity	He was Wholetime Member of SEBI. He has also been Executive Director of Oriental Bank of Commerce and Chairman and Managing Director of SIDBI. He has also have 31 years of experience in banks.
Directorship held in other Public Companies As on (30-06-2010)	Info Edge (India) Limited RT Outsourcing Services Limited Financial software & Systems Pvt. Ltd MITRA Technology Foundation (not-for-profit company under Section 25)	Rolta India Limited Dewan Housing & Finance Limited Landmark Property Development Limited FCH Centrum Direct Limited Future Capital Financial Services Limited RFCL Limited SIDBI Ventures Capital Limited Metlife India Insurance Limited Future Finance Limited Havells India Limited Reliance Capital Pension Fund Limited Jayprakash Associates Limited Religare Asset Management Co. Limited Milestone Capital Advisers Limited

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mrs. Bala Deshpande	Info Edge (India) Limited	Investor Grievance	Member
Mr. V. K. Chopra	Dewan Housing & Finance Limited	Audit Committee	Member
	Landmark Property Development Limited	Audit Committee	Member
	FCH Centrum Direct Limited	Audit Committee	Member
	Metlife India Insurance Limited	Audit Committee ALM / Risk Management Policy Holders Grievance	Chairman Member Member
	Future Capital Financial Services Limited	Audit Committee	Member
	Religare Asset Management Co. Limited	Audit Committee	Chairman
	Reliance Capital Pension Fund Limited	Audit Committee Investor Grievance Committee	Chairman Member
	Milestone Capital Advisers Limited	Audit Committee	Chairman
	RFCL Limited	Audit Committee	Chairman

Name of Director	Mr. Rakesh Biyani	Mr. Gopikishan Biyani
Date of Birth	05/04/1972	12/08/1945
Date of Appointment	27/07/1992	01/06/1991
Number of Shares held	Class B Shares (Series1) – 1,000	Class B Shares (Series1) – 1,000
Number of Warrants held	Nil	Nil
Qualifications	B.Com. Advanced Management Program from Harward Business School	B. Com.
Experience in special functional Area	He has been in retail business for over 17 years i.e. from the time 'modern retail' was phrase unheard of in the Indian context, till present. He leads the management in expansion of Company's flagship formats viz., Pantaloons, Big Bazaar, Central, Brand Factory and Food Bazaar.	He has more than four decades of experience in manufacturing operations including two decades of experience in textile business.
Directorship held in other Public Companies As on (30-06-2010)	Indus-League Clothing Ltd. Future Supply Chain Solutions Ltd. Future Knowledge Services Ltd. Celio Future Fashions Ltd. Future Axiom Telecom Ltd. Goldmohur Design and Apparel Park Ltd. Turtle Ltd. Future Bazaar India Ltd. Future E-Commerce Infrastructure Ltd.	KB Mall Management Company Ltd. Remi Edelstahl Tabulars Ltd. Future Corporate Resources Ltd.

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mr. Rakesh Biyani	Future Supply Chain Solutions Ltd.	Audit Committee Remuneration Committee	Member Member
	Future Knowledge Services Ltd.	Audit Committee	Member
Mr. Gopikishan Biyani	None		

Name of Director	Mr. Kailash Bhatia
Date of Birth	01/01/1956
Date of Appointment/ Re-appointment	01/04/2010
Number of Shares held	Class B Shares (Series1) – 10
Qualifications	B. Tech in Textile, MBA
Experience in special functional Area	He has over 28 years of rich and valuable experience in the fashion business and has worked with some of the well known companies like Arvind Mills and Weekender. Prior to joining the Company, he was the Founder and Promoter of Color Plus Fashions based at Chennai. Before his appointment as Director he was CEO - Integrated Merchandising Group of the Company.
Directorship held in other Public Companies (As on 31/03/2010)	Lee Cooper (India) Limited Celio Future Fashions Limited Indus-League Clothing Limited

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mr. Kailash Bhatia	None		

PANTALOON RETAIL (INDIA) LIMITED

Regd. Off. : "Knowledge House", Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai – 400 060

23RD ANNUAL GENERAL MEETING – WEDNESDAY 3RD NOVEMBER, 2010

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

*Client ID No. :	No.of shares held :
*DP ID No.:	Equity Shares
Reg. Folio No.	Class B Shares (Series 1)
	Preference Shares

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company being held on Wednesday, 3rd day of November, 2010, at 4:00 pm or soon after conclusion of the Court Convened Meeting of the Members for the Scheme of Arrangement between the Company and Future Value Retail Limited and their respective Shareholders whichever is later at Rangswar, 4th Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021.

Name of the Member's/Proxy's in Block Letters

Member's/Proxy's Signature

Notes :

A member/proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.

If you intend to appoint a proxy, please complete the proxy form below and deposit it at the Company's Registered Office atleast 48 hours before the meeting.

* Applicable to Shareholders holding shares in Demat form.

PANTALOON RETAIL (INDIA) LIMITED

Regd. Off. : "Knowledge House", Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai – 400 060

23RD ANNUAL GENERAL MEETING – WEDNESDAY 3RD NOVEMBER, 2010

PROXY FORM

*Client ID No. :	No.of shares held :
*DP ID No.:	Equity Shares
Reg. Folio No.	Class B Shares (Series 1)
	Preference Shares

I / We _____ of _____ in the District of _____
_____ being Member(s) of Pantaloon Retail (India) Limited hereby appoint _____
_____ of _____ in the district of _____ or failing him/her
appoint _____ of _____ in the district of _____ as my/our
proxy to attend and vote for me/us on my/our behalf at the 23rd Annual General Meeting of the Company to be held on
Wednesday, 3rd day of November, 2010 at 4:00 pm or soon after conclusion of the Court Convened Meeting of the Members for
the Scheme of Arrangement between the Company and Future Value Retail Limited and their respective Shareholders whichever is
later at Rangswar, 4th Floor, Y.B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021 and at any adjournment thereof.

Signature

Affix
Revenue
Stamp
here

Place :

Date :

This proxy form duly completed must be received at the Company's Registered Office atleast 48 hours before the meeting.

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ANNUAL REPORT 2009 - 2010