



Regd. Office: "Knowledge House", Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060
Tel. +91-022-61190000, Fax No. +91-022-61995019, Website:www.pantalooretail.in

NOTICE

Notice is hereby given that the Twenty-fifth Annual General Meeting of the Company will be held at Rangswar, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021 on Wednesday, May 08, 2013 at 11:00 am to transact the following Business

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Profit & Loss Account for the period ended December 31, 2012 and the Balance Sheet as at that date together with the reports of Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Shailesh Haribhakti who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. S. Doreswamy who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Gopikishan Biyani who retires by rotation and being eligible offers himself for re-appointment.
6. 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.

By order of the Board
for **Pantaloons Retail (India) Limited**

Place : Mumbai
Date : February 25, 2013

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. Only Registered Members (i.e. Equity shareholders and Class B Shares (Series 1) holders) of the Company may attend and vote at the Annual General Meeting.
3. **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 three votes for every four Class B Shares held and each Equity shareholder shall be entitled to one vote for every equity share held.
4. The Register of Members and Share Transfer Books will be closed from Friday the May 03, 2013 to Wednesday the May 08, 2013 (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 May 13, 2013 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, as the close of business hours on May 02, 2013; and
 - (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 May 02, 2013.
5. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400078
Phone No. (022) 25963838 Fax No. 022 – 25946969
email : maheshwari.patil@linkintime.co.in
6. Members are requested to send their queries with regard to the Accounts atleast seven days in advance to the Registered Office of the Company.
7. Members/ Proxies are requested to bring the attendance slips duly filled in to the Meeting.
8. Members are informed that the unpaid dividend amount remaining unclaimed relating to the financial year 2005-06 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.
9. **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.**
10. 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.
11. 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.

Annexure to the Notice

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 Director(s).

Name of Director	Mr. Shailesh Haribhakti	Mr. S. Doreswamy	Mr. Gopikishan Biyani
Date of Birth	12/3/1956	30/09/1937	12/03/1945
Date of Appointment	1/6/1999	29/09/2000	01/06/1991
Number of Shares held	25100 (Equity Shares) and 10 [Class B (Series-1) Shares]	Nil	1000 Class B (Series -1) Shares
Qualifications	Chartered Accountant, Cost Accountant, and a Certified Internal Auditor	Bachelors degree in Science and Bachelors degree in Law	B. Com.
Experience in special functional Area	He is the Deputy Managing Partner of BDO Haribhakti & Co., Chartered Accountants. He is Chairman – Banking, Finance and Insurance Committee of the Indian Merchant’s Chamber & Member - Adhoc Advisory Committee for Master’s Degree in Management Studies, University of Mumbai.	He has a vast experience in banking and finance. He retired as Chairman and Managing Director of Central Bank of India.	He has more than four decades of experience in manufacturing operations including three decades of experience in textile business.
Directorship held in other Public Companies	a. Torrent Pharmaceuticals Limited b. Ambuja Cements Limited c. ACC Limited d. Raymond Limited e. L&T Finance Holdings Limited f. Blue Star Limited g. Mahindra Lifespace Developers Limited h. Hexaware Technologies Limited i. National Securities Depository Limited j. J K Paper Limited k. NuFuture Haribhakti Business Services Limited l. Viom Network Limited m. Hercules Hoists Limited (Alternate Director)	a. Ceat Limited b. Hexaware Technologies Limited c. Sakthi Sugars Limited d. Caliber Point Business Solutions Limited	a. KB Mall Management Company Limited b. Remi Edelstahl Tubulars Limited

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mr. Shailesh Haribhakti	Torrent Pharmaceuticals Limited	Audit Committee	Chairman
	Ambuja Cements Limited	Audit Committee	Chairman
	ACC Limited	Audit Committee	Chairman
	Raymond Limited	Audit Committee	Chairman
	L & T Finance Holdings Limited	Audit Committee	Chairman
	Blue Star Limited	Audit Committee	Member
	Mahindra Lifespace Developers Limited	Audit Committee	Member
	Hexaware Technologies Limited	Audit Committee	Member
	National Securities Depository Limited	Audit Committee	Member
Mr. S. Doreswamy	Ceat Limited	Audit Committee	Member
		Remuneration Committee	Member
		Investor Grievance Committee	Member
	Caliber Point Business Solutions Limited	Audit Committee	Chairman
		Remuneration Committee	Member
	Sakthi Sugars Limited	Audit Committee	Member
	Hexaware Technologies Limited	Audit Committee	Member
	Investor Grievance Committee	Member	
Mr. Gopikishan Biyani	NIL		