

## 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-fourth Annual General Meeting of the Company will be held at Rangswar, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai 400021 on Tuesday, 15th November, 2011 at 10:30 am to transact the following Business

#### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 30th June 2011 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. Kishore Biyani who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Dr. Darlie Koshy who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anil Harish who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint a Director in place of Mr. Vijay 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 a Special resolution:  
**"RESOLVED 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) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), as amended, including the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the 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 the Government of India (GOI), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and/or any other competent authorities, and subject to any required approval, consent, permission and sanction of the Ministry of Finance (Department of Economic Affairs), Ministry of Industry (Foreign Investment Promotion Board/Secretariat of Industrial Assistance) and SEBI, the enabling provisions of the Memorandum and Articles of Association of the Company, and the Listing Agreements entered into by the Company with the stock exchanges on which the Company's equity shares of face value of Rs. 2 each ("Equity Shares") and Class B shares (Series 1) of face value of Rs. 2 each ("Class B Shares") are listed and subject to necessary approvals, permissions, consents and / or 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 duly constituted committee thereof) the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted) through one or more placements either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Class B Share, Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), and/or any other financial instruments or securities convertible into Equity Shares or Class B shares, (including warrants in registered or bearer form ) with or without voting/special rights (hereinafter collectively referred to as the "Securities") which are convertible into or exchangeable with Equity Shares or Class B Shares on such date as may be determined by the Board but not later than 60 months from the date of allotment or any combination of securities provided that the equity shares issued shall be not more than 15% of the expanded capital, in one or more tranches, whether rupee

denominated or denominated in foreign currency, to existing shareholders on rights basis as on a record date or any other eligible person, including foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), Foreign Institutional Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not, as may be decided by the Board in its discretion and permitted under applicable laws and regulations (collectively called the "Investors") through public issue(s) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, private placement(s), or a combination thereof at such time or times, in such manner and on such terms and conditions including price, security and rate of interest as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories 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, or underwriters or other advisors appointed for such issue, up to an amount not exceeding ₹ 1500 crores (Rupees One Thousand Five Hundred Crores) 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.

**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 ICDR Regulations and other applicable laws, rules, regulations and guidelines, the Board may at its absolute discretion, create, issue, offer and allot any or all of the Securities, in accordance with SEBI ICDR Regulations up to an amount of ₹ 1500 crores as specified above, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) whether or not such investors are existing members of the Company and such Securities shall be fully paid up pursuant to a Qualified Institutional Placement, in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations 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 from time to time, at such price being not less than the price determined in accordance with the pricing formula specified in SEBI ICDR Regulations and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary in consultation with Lead Managers or underwriters or other advisors for such issue in accordance with the applicable laws, rules, regulations and guidelines prevailing in this regard.

**RESOLVED FURTHER THAT** the relevant date for the determination of applicable price for the issue of Securities shall be the date on which the Board of the Company decides to open the proposed issue, or the date on which the holder of securities which are convertible into or exchangeable with Equity Shares or Class B Shares at a later date becomes entitled to apply for the said Equity Shares or Class B Shares, as the case may be.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions:

- (a) The Securities to be so offered, issued and allotted shall be subject to the provisions of the memorandum and articles of association of the Company; and
- (b) The relevant date for the purposes of determining the floor price of the Securities would be in accordance with the guidelines prescribed by SEBI, RBI, Government of India through its various departments, or any other regulator and the pricing of any Equity Shares or Class B Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable adjustments in the applicable rules/guidelines/statutory provisions.
- (c) Equity Shares or Class B Shares proposed to be issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares or Class B Shares of the Company.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities underlying the Securities, which are convertible into or exchangeable with Equity Shares or Class B Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Equity Shares / Class B Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital / Class B Share capital (as the case may be) increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata;
- (b) in the event of the Company making a rights offer by issue of Equity Shares / Class B Shares prior to the allotment of the Securities, the entitlement to the Equity Shares / Class B Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares / Class B Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares / Class B Shares, the price and the time period as aforesaid shall be suitably adjusted;
- (d) in the event of consolidation and/or division of outstanding shares into smaller number of shares (including by the way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, from any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution 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, matters and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation to finalisation and approval of the offer documents, the determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, execution of various transaction documents, creation of mortgage/charge in accordance with Section 293(1) (a) of the Act, in respect of any Securities as may be required either on pari-passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, enter into 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 stock exchange(s) (national or international) 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 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 or delegate all or any of its power to 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 Securities and or 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 on conversion of securities issue or on warrants to be issued together with securities;
- 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 Securities / and or 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 Securities, Equity Shares and/or Class B Shares of the Company;
- e. making applications for listing of the Securities and/or 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** the Board be and is hereby authorized to issue and allot such number of Equity Shares / Class B Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering and all such Equity Shares / Class B Shares shall be ranking pari-passu with the existing Equity Shares / Class B Shares of the Company (as the case may be) in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offer documents."

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

Place: Mumbai  
Date : 3rd October, 2011

**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 Equity shareholders and Class B Shares (Series 1) holders) of the Company may attend and vote at the Annual General Meeting.
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.
5. The Register of Members and Share Transfer Books will be closed from Friday the 21st October, 2011 to Saturday the 22nd October, 2011 (both days inclusive). If the 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 15th November, 2011 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 21st October, 2011;
  - (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 21st October, 2011.
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 : maheshwari.patil@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 2003-04 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 as part of go green initiative of Ministry of Corporate Affairs, electronic copy of Annual Report, Notice, Proxy Form and Attendance Slip has been sent by email to such members, who has registered email address and has not opted to receive these documents as physical copy. 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**

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 / Class B 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 of Directors of the Company (hereinafter referred to as the "Board", which term shall include any duly constituted committee thereof) 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 ₹ 1500 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.

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).

<b>Name of Director</b>	<b>Mr. Kishore Biyani</b>	<b>Dr. Darlie Koshy</b>	<b>Mr. Anil Harish</b>	<b>Mr. Vijay Biyani</b>
<b>Date of Birth</b>	09/08/1961	29/05/1955	19/03/1954	14/09/1959
<b>Date of Appointment</b>	01/06/1991	27/07/1999	24/08/2004	26/09/2009
<b>Number of Shares held</b>	Class B Shares (Series1) – 1,000	Nil	Equity – 10,000 Class B Shares (Series1) – 1,000	Class B Shares (Series1) – 1,000
<b>Number of Warrants held</b>	Nil	Nil	Nil	Nil
<b>Qualifications</b>	B.Com., PGD in Marketing Management	Masters in Business Administration and holds Ph. D from IIT, Delhi	Bachelor of Arts, LL.B., University of Mumbai and Masters of Law from University of Miami, USA	B.Com, Mumbai University
<b>Experience in special functional Area</b>	Over 32 years of relevant experience in the field of manufacturing and marketing of ready made garments. He is at the helm of affairs, guiding the group to its present status in the industry and also setting high performance standards. He identified the retailing mantra and built a robust retail network – a critical success factor in apparel retailing industry, thus gaining a competitive edge over other players in the industry.	Over 28 years of rich experience in textiles and garment industry. Headed NID (Ministry of Commerce, GOI) as Director for 2 terms of office prior to which he was the founding Chairperson of Fashion Management at the National Institute of Fashion Technology (Ministry of Textiles, GOI). He is currently the Director General & CEO of ATDC Network of 58 Institutes / Centres and two premier campuses of Institute of Apparel Management under the aegis of AEPC (Sponsored by Ministry of Textiles, GOI). Dr. Koshy received the Delhi IIT Alumni Award for contribution of National Development in 2008. "Dr. Darlie Koshy was also conferred with the "Star of Italian Solidarity" one of the highest civilian awards of the Government of Italy". Dr. Koshy is the author of three pioneering books including the much acclaimed "Indian Design Edge".	Partner of D. M. Harish & Co., Advocates. He specializes in Income Tax, FEMA and Property Matters	Having more than 26 years of experience in textile, yarn and ready-made apparels and retail business.

Name of Director	Mr. Kishore Biyani	Dr. Darlie Koshy	Mr. Anil Harish	Mr. Vijay Biyani
<b>Directorship held in other Public Companies As on (30-06-2011)</b>	Galaxy Entertainment Corporation Limited Retailers Association of India (Section 25 Company) Jagran Prakashan Limited Future Capital Holdings Limited Future Generali India Life Insurance Company Limited Future Generali India Insurance Company Limited Future Ventures India Limited Future Media (India) Limited Kumar Urban Development Limited Future Corporate Resources Limited Fame India Limited Embassy Property Developments Limited	Nil	Advani Hotels & Resorts (India) Ltd. Ador Welding Ltd. Ashok Leyland Ltd. Future Ventures India Ltd. Hotel Leelaventure Ltd. Hinduja Ventures Ltd. Mahindra Lifespace Developers Ltd. Mukta Arts Ltd. Oberoi Realty Ltd. Sunil Mantri Realty Ltd. Unitech Ltd. Valecha Engineering Ltd. Hinduja Global Solutions Limited	PIL Industries Limited (Formerly known as Pantaloon Industries Limited) Future Generali India Life Insurance Company Limited Future Generali India Insurance Company Limited Apollo Design Apparel Parks Limited

Name of Director	Chairman/Membership in Committees of other Companies		
	Name of the Company	Type of Committee	Membership Status
Mr. Kishore Biyani	Jagran Prakashan Limited	Audit Committee	Member
	Future Capital Holdings Limited	Audit Committee	Member
		Investor Grievance	Member
	Future Ventures India Limited	Investor Grievance	Member
Dr. Darlie Koshy	NIL		
Mr. Anil Harish	Hinduja Ventures Limited	Audit Committee	Chairman
	Hinduja Global Solutions Limited	Audit Committee	Chairman
	Hotel Leelaventures Limited	Audit Committee	Member
	Ashok Leyland Limited	Audit Committee	Chairman
	Ador Welding Limited	Audit Committee	Chairman
	Future Ventures India Limited	Audit Committee	Member
	Unitech Limited	Audit Committee	Member
	Valecha Engineering Limited	Audit Committee	Member
	Mahindra Lifespace Developers Limited	Audit Committee	Member
	Oberoi Realty Limited	Audit Committee	Member
Mr. Vijay Biyani	NIL		