

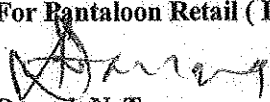
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : Pantaloon Retail (India) Limited  
 Quarter ending on : 31st December, 2011

| Particulars |  | Clause of Listing Agreement | Compliance status (Yes / No / N.A.) | Remarks   |
|-------------|--|-----------------------------|-------------------------------------|---|
| 1           |  | 2                           | 3                                   | 4   |
| <b>I.</b>   | <b>Board of Directors</b>  | 49 I                        |                                     |   |
| (A)         | Composition of Board   | 49 (IA)                     | Yes                                 |   |
| (B)         | Non-executive Directors' compensation & disclosures                  | 49 (IB)                     | Yes                                 |   |
| (C)         | Other provisions as to Board and Committees                          | 49 (IC)                     | Yes                                 |   |
| (D)         | Code of Conduct  | 49 (ID)                     | Yes                                 |   |
| <b>II.</b>  | <b>Audit Committee</b>   | 49 (II)                     |                                     |   |
| (A)         | Qualified & Independent Audit Committee                              | 49 (IIA)                    | Yes                                 |   |
| (B)         | Meeting of Audit Committee   | 49 (IIB)                    | Yes                                 |   |
| (C)         | Powers of Audit Committee  | 49 (IIC)                    | Yes                                 |   |
| (D)         | Role of Audit Committee  | 49 (IID)                    | Yes                                 |   |
| (E)         | Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                                 |   |
| <b>III.</b> | <b>Subsidiary Companies</b>  | 49 (III)                    | Yes                                 |   |
| <b>IV.</b>  | <b>Disclosures</b>   | 49 (IV)                     |                                     |   |
| (A)         | Basis of related party transactions                                  | 49 (IVA)                    | Yes                                 |   |
| (B)         | Disclosure of Accounting Treatment                                   | 49 (IVB)                    | Yes                                 |   |
| (C)         | Board Disclosures  | 49 (IVC)                    | Yes                                 |   |
| (D)         | Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVD)                    | Yes                                 |   |
| (E)         | Remuneration of Directors *  | 49 (IVE)                    | Yes                                 | <i>Complied for the financial year July 10- June 11</i> |
| (F)         | Management *   | 49 (IVF)                    | Yes                                 | -do-  |
| (G)         | Shareholders*  | 49 (IVG)                    | Yes                                 | -do-  |
| <b>V.</b>   | <b>CEO / CFO Certification*</b>                                      | 49 (V)                      | Yes                                 | -do-  |
| <b>VI.</b>  | <b>Report on Corporate Governance*</b>                               | 49 (VI)                     | Yes                                 | -do-  |
| <b>VII.</b> | <b>Compliance*</b>   | 49 (VII)                    | Yes                                 | -do-  |

\* Financial Year of the Company is from July – June

**For Pantaloon Retail ( India ) Limited**

  
**Deepak N. Tanna**  
 Company Secretary

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A)
- 3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.