

Annexure F

Brief particulars of the transferee and transferor companies

Particulars	Transferor Company	Transferee Company
Name of the company	Future Value Retail Limited	Pantaloons Retail (India) Limited
Date of Incorporation & details of name changes, if any	Future Value Retail Limited was incorporated in the State of Maharashtra on 11 th day of June, 2007, under the name "Pantaloons Future Ventures Limited". The name was later changed to "Future Value Retail Limited" on 16 th day of November 2009.	Pantaloons Retail (India) Limited was incorporated in the State of Maharashtra on 12 th day of October 1987 under the name "Manz Wear Private Limited". The name of the company was changed to "Manz Wear Limited" with effect from 20 th day of September 1991. The name of the Company was further changed to "Pantaloons Fashion (India) Limited" with effect from 25 th day of September 1991. The name of the Company was further changed to its present name "Pantaloons Retail (India) Limited" with effect from 7 th day of July 1999.
Registered Office	Knowledge House, Off Jogeshwari, Vikhroli Link Road, Shyam Nagar, Jogeshwari (East), Mumbai - 400060.	Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060.





Pantaloons
Retail (India) Limited
a future group venture

Brief particulars of the scheme	The Scheme of Amalgamation entails the merger of Future Value Retail Limited with Pantaloons Retail (India) Limited.	
Rationale for the scheme	<p>The amalgamation of FVRL with PRIL would, inter-alia, have the following benefits:</p> <ul style="list-style-type: none"> i) Cost savings in terms of economies of scale, sourcing benefits, vendor rationalization, more focused operational efforts, standardization and simplification of business processes and productivity improvements; ii) The synergies that exist between the two entities can be put to the best advantage of all stakeholders; iii) Greater size, scale, integration and greater financial strength and flexibility for the restructured entity; iv) The consolidated entity will benefit from improved organizational capability and leadership, arising from the combination of people from FVRL and PRIL who have the diverse skills, talent and vast experience to compete successfully in increasingly competitive environment; v) Removing multiple layer hindrances; 	
Date of resolution passed by the Board of Director of the company approving the scheme	15th March, 2013	15th March, 2013
Date of meeting of the Audit Committee in which the draft scheme has been approved	15th March, 2013	15th March, 2013
Appointed Date	1st July, 2012	
Name of Exchanges where securities of the company are listed	Not Applicable	BSE Limited National Stock Exchange of India Limited





Pantaloons
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Nature of Business	FVRL is, inter alia, in the business of operating retail formats like Big Bazaar and Food Bazaar.	Pantaloons Retail (India) Limited is engaged in business of financial services, insurance, media and other businesses through itself and its subsidiaries.
Capital before the scheme	Rs. 66,49,99,120 divided into 6,64,99,912 Equity Shares of Rs. 10/- each and of the above 6,64,99,912 Equity Shares are held by PRIL.	Rs. 46,31,65,182/- divided into 21,56,53,439 Equity shares of Rs. 2/- each and 1,59,29,152 Class B (Series 1) shares of Rs. 2/- each
No. of shares to be issued	NIL	
Cancellation of shares on account of cross holding, if any	Not Applicable	None
Capital after the scheme	Same as above	
Net Worth	As per Annexure M1	As per Annexure M2
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	None	
Methods of valuation	Not Applicable	
Fair value per shares		
Exchange ratio		
Name of Merchant Banker giving fairness opinion		





Pantaloons
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Shareholding pattern	Pre / Post (Equity)		Pre / Post (Equity) and Class B (DVR)	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoters	As per Annexure G1		As per Annexure G2	
Public				
Custodian				
TOTAL				
No of shareholders				
No of shareholders	NA		18397	
Names of the Promoters	Pantaloons Retail (India) Limited		Mr. Kishore Biyani	
Names of the Board of Directors	1. Mr. Rakesh Biyani 2. Mr. C P Toshniwal 3. Mr. Vivek Biyani 4. Mr. Vijay Kumar Chopra		1. Mr. Kishore Biyani 2. Mr. Rakesh Biyani 3. Mr. Gopikishan Biyani 4. Mr. Vijay Biyani 5. Mr. Shailesh Haribhakti 6. Dr. Darlie O. Koshy 7. Mr. S. Doreswamy 8. Mrs. Bala Deshpande 9. Mr. Anil Harish 10. Mr. Vijay Kumar Chopra	
Details regarding change in management control if any	Not Applicable			

For PANTALOON RETAIL (INDIA) LIMITED



Deepak Tapra
Company Secretary