RYKA COMMERCIAL VENTURES PRIVATE LIMITED

5th Floor, Sobo Central, 28.P.T. Madan Mohan Malviya Road, Tardeo, Mumbai - 400034

CIN: U74120MH2012PTC231350

10th October, 2019

Τo,

Dept. of Corporate Services (CRD)

BSE Limited

Phiroze Jeejeehhoy Towers,

Dalal Street.

Mumbai- 400 001

Fax Nos.: 22723121 / 22722037 / 22722039 /

22722041 / 22722061 / 22723719 / 22721082

BSE Scrip Code: 536507

Listing Department

National Stock Exchange of India Limited

Exchange Plaza,

Bandra - Kurla Complex,

Bandra (East),

Mumbai- 400 051

Fax Nos. 26598237 / 26598238

NSE Symbol: FLFL

Dear Sir / Madam,

Sub: Annexure-II Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05,2015)

With reference to above subject, we are enclosing herewith Annexure-II, Disclosure of reason for encumbrance (In addition to Annexure I prescribed by way of circular dated August 05,2015).

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Ryka Commercial Ventures Private Limited

Encl: as above

Authorised Signatory

C.C. to:

The Company Secretary
Future Lifestyle Fashions Limited
Knowledge House, Shyam Nagar,
Off. Jogeshwari Vikhroli Link Road,
Jogeshwari (East),
Mumbai 400 060.

Name of listed company	Format for disclosu	Annexure - II re of reasons for encumbrance bed by way of circular dated August 05, 2015)	
Name of listed company	(In addition to Annexure - I prescri	bed by way of circular dated August 05, 2015)	
Name of listed company			
		Future Lifestyle Fashions Limited	
Name of the recognized stock exchanges where the shares of the company are listed		BSE Limited National Stock Exchange of India Limited	
		Ryka Commercial Ventures Pvt. Ltd.	
Name of the promoter(s) / PACs whose shares have been encumbered		Future Corporate Resources Pvt. Ltd Future Ideas Company Ltd.	
		No. of shares – 92363455	
		% of total share capital - 45.89%	
Total promoter shareholding in the listed company		Out of this, Ryka Commercial Ventures Pvt. Ltd.holds 8,99,80,049 shares	
		representing 46.2% of the total share capital; Future Corporate Resources	
		Private Limited holds 469440 shares representing 0.23% of the total share capital; and Future Ideas Company Ltd. holds 1713576 shares representing	
		0.85% of the total share capital	
Encumbered shares as a % of promoter shareholding		99.75%	
Whether encumbered share is 50% or more of promoter shareholding		YES]
Whether encumbered share is 20% or more of total share capital		YES	
	Details of all the existing events	i/agreements pertaining to encumbrance	
		Encumbrance 1	Encumbrance 2
Date of creation of encumbrance		30th Sept. 2019	1st Oct 2019
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)			Pledge over equity shares of Future Lifestyle Fashions Limited held by:
		Restriction on sale (other than for repayment) and Undertaking to create a	Ryka Commercial Ventures Private Limited: 14,538,559 shares Future Corporate Resources Pvt. Ltd: 4,35,789 shares
		pledge on the shares on occurrence of identified events over:	3. Future Ideas Company Ltd: 17,13,576 shares
		Direct Encumbrance:	
		7,54,41,490 equity shares of Future Lifestyle Fashions Limited held by Ryka Commercial Ventures Private Limited.	
		Indirect Encumbrance:	
		(a) 99,99,900 (99.99%) equity shares of Ryka Commercial Venture Private	
		Limited held by the Lifestyle Trust.	
		(b) 31,56,000 optionally convertible preference shares and 1,43,44,000	
		redeemable preference shares of Ryka Commercial Venture Private Limited held by Future Hospitality Management Limited.	
		·	
		Direct encumbrance over 7,54,41,490 equity shares of Future Lifestyle Fashions	
		Limited held by Ryka Commercial Ventures Private Limited representing 81.68% of the promoter and promoter group shareholding	No of Shares:1,66,87,924 % of promoter and promoter group holding: 18.07%
		os.oo.oo the promoter and promoter group shareholding	wor promoter and promoter group northing, 18,07%
	Name of the entity in whose favour shares encumbered (X)	Vistra ITCL (India) Limited	Vistra ITCL (India) Limited
Specific details about the encumbrance			
	Whether the entity X is a scheduled commercial bank, public financial		
	nstitution, NBFC or housing finance	Debenture Trustee	Debenture Trustee
	company? If No, provide the nature of the business of the entity.		
		1 Pulse Communicative and Design at Haritand	1.04-6
		Ryka Commercial Ventures Private Limited Kishore Biyani	1. Ryka Commercial Ventures Private Limited 2. Future Corporate Resources Pvt. Ltd
	Names of all other entities in the agreement	3. Vistra ITCL (India) Limited 4. BTO FPI III PTE. LTD.	3. Future Ideas Company Ltd 4. RSCL Trading Private Limited
	Breenen	4. 510 111 111 12. 110.	S. Vistra ITCL (India) Limited
	Whether the encumbrance is	Yes	Yes
	elating to any debt instruments viz.	1. Name of the issuer: Ryka Commercial Ventures Private Ltd.	1. Name of the issuer: RSCL Trading Private Limited
	,	2. Details of the debt instrument - Non Convertible Debentures 3. Whether the debt instrument is listed on stock exchanges?: No	2. Details of the debt instrument - Non Convertible Debentures 3. Whether the debt instrument is listed on stock exchanges?: No
P	provide details about the	4. Credit Rating of the debt instrument - NA	4. Credit Rating of the debt instrument - NA
1,	nstrument, including credit rating /alue of shares on the date of event	5. ISIN of the instrument - INE956X08053	5. ISIN of the instrument - To be applied for
		(only direct encumbrance considered)	INR 704,98,13,494
	mount involved (against which	Principal Amount of MCDu IND 1305 20 00 000	Drive in all American of MCDs. 1819 5-99-49-99-999
s	hares have been encumbered) (B)	Principal Amount of NCDs: INR 1205,20,00,000	Principal Amount of NCDs: INR 5,90,40,00,000
		2.63	1.19
	orrowed amount to be utilized for what purpose –		
	a) Personal use by promoters and	Refinancing, repayment and restructuring of the existing debt, guarantees	Ganaral Cornerate Duracear
	ACS	and/or any other payment obligations of the Company and/or its Affiliates and general corporate purposes	General Corporate Purposes
(i	b) For the benefit of listed		
	ompany		
	rovide details including amount,	Not Applicable	Not Applicable
	urpose of raising money by listed ompany, schedule for utilization of		
	ompany, schedule for utilization of mount, repayment schedule etc.		
	c) Any other reason (please	Not Applicable	Not Applicable
	pecify)	TV. rppicable	Hot Oppitable
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J Rushi	Stutes Pring		
gnature of Authorised Signatory: ace: Mumbai	Salures Pringra		