

August 08, 2022

To,

<p>The Department of Corporate Services, <b>BSE Limited</b> 14<sup>th</sup> Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Email: <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a></p>	<p><b>National Stock Exchange of India Ltd.</b> Digital exchange portal: <a href="https://digitalexchange.nseindia.com">https://digitalexchange.nseindia.com</a></p>	<p><b>Mr. Sanjay Jain</b> Chief Executive Officer <b>Future Retail Limited</b> 2nd Floor, Future Group Office, SOBO Brand Factory, Pandit Madan Mohan Malviya Marg, Cross Road Haji Ali, Tardeo, Mumbai 400034 Email: <a href="mailto:investorrelations@futureretail.in">investorrelations@futureretail.in</a></p>
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**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Future Retail Limited ( <b>‘Company’</b> )		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ( <b>“Vistra”</b> ) (In our capacity as Debenture Trustee), The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of :</b> a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	4,14,35,836 ----- ----- -----	7.64% ----- ----- -----	----- ----- ----- -----
<b>Total (a+b+c+d)</b>	<b>4,14,35,836</b>	<b>7.64%</b>	-----
<b>Details of acquisition/ Sale</b> a) Shares carrying voting rights acquired/ sold b) VRs acquired/sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered/invoked/released by the acquirer	(1,18,65,787) ----- ----- -----	(2.19%) ----- ----- -----	----- ----- ----- -----
<b>Total (a+b+c+d)</b>	<b>(1,18,65,787)</b>	<b>(2.19%)</b>	-----

<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	2,95,70,049	5.45%	----
b) Shares encumbered with the acquirer	----	----	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
<b>Total (a+b+c+d)</b>	<b>2,95,70,049</b>	<b>5.45%</b>	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Sale of invoked equity Shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Sale date:</b> July 11, 2022, July 20, 2022, August 01, 2022, August 02, 2022, August 03, 2022 and August 04, 2022.		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	54,22,84,079 Equity Shares having face value of Rs. 2/-, Capital Rs. 1,08,45,68,158/- (As per the Shareholding pattern available on BSE website for the quarter ended March 2022)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	54,22,84,079 Equity Shares having face value of Rs. 2/-, Capital Rs. 1,08,45,68,158/- (As per the Shareholding pattern available on BSE website for the quarter ended March 2022)		
Total diluted share/voting capital of the TC after the said acquisition	-----		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**Note:**

1,18,65,787 Equity Shares of the Company have been sold by Vistra in capacity as a Debenture Trustee, which were pledged in order to secure the Debentures issued by Future Capital Investment Private Limited, Future Corporate Resources Limited and Future Capital Investment Limited

*The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*

**For Vistra ITCL (India) Limited**



**Authorised Signatory**

Place: Mumbai