

April 16, 2020

To,

<b>BSE Limited</b> General Manager, The Department of Corporate Services, 14 <sup>th</sup> Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>National Stock Exchange of          India Ltd.</b> The listing compliance department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.	<b>Mr. Sanjay Kumar Mutha,</b> Company Secretary & Compliance Officer <b>Future Lifestyle Fashions          Limited</b> "Knowledge House", Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (East), Mumbai, Maharashtra-400060
---	---	---

**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF  
 SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Future Lifestyle Fashions Limited (“Company”)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (“Vistra”) (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)	----- 9,21,29,414 ----- -----	----- 45.77% ----- -----	----- 45.77% ----- -----
<b>Total (a+b+c+d)</b>	<b>9,21,29,414</b>	<b>45.77%</b>	<b>45.77%</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/ <del>invoked</del> /released by the acquirer	----- ----- ----- 7,54,41,490	----- ----- ----- 37.48%	----- ----- ----- 37.48%
<b>Total (a+b+c+d)</b>	<b>7,54,41,490</b>	<b>37.48%</b>	<b>37.48%</b>

Registered office:

The IL&FS Financial Centre,  
 Plot C- 22, G Block, 7th Floor  
 Bandra Kurla Complex, Bandra (East),  
 Mumbai 400051

Tel +91 22 2659 3535  
 Fax: +912226533297  
 Email: mumbai@vistra.com  
[www.vistraitcl.com](http://www.vistraitcl.com)

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	9,21,29,414	45.77%	45.77%
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>9,21,29,414</b>	<b>45.77%</b>	<b>45.77%</b>
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge of previously encumbered equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Pledge date:</b> April 13, 2020		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	20,12,82,444 Equity Shares of Rs. 2 each (As per the Shareholding pattern available on BSE website for the period ended December 2019)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	20,12,82,444 Equity Shares of Rs. 2 each (As per the Shareholding pattern available on BSE website for the period ended December 2019)		
Total diluted share/voting capital of the TC after the said acquisition	20,12,82,444 Equity Shares		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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:**

- 16,687,924 equity shares of the Company are pledged with Vistra on 1 October 2019 in its capacity as a debenture trustee to secure the NCDs issued by RSCL Trading Private Limited.
- 75,441,490 equity shares of the Company were encumbered in favour of Vistra in two tranches, i.e. on 30 July 2019 and 30 September 2019, in its capacity as the debenture trustee to secure the NCDs issued by Ryka Commercial Ventures Private Limited (**Ryka NCDs**). Vistra had reported such encumbrance on 31 July 2019 and 3 October 2019. Posts the foregoing encumbrance, the said number of shares i.e. 75,441,490, have been pledged with Vistra on 13 April 2020 in connection with the Ryka NCDs.

*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**



**Authorized Signatory**

Place: Mumbai

Registered office:

The IL&FS Financial Centre,  
Plot C- 22, G Block, 7th Floor  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051

Tel +91 22 2659 3535

Fax: +912226533297

Email: mumbai@vistra.com

[www.vistraitcl.com](http://www.vistraitcl.com)

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507