

February 4, 2021

To,

<p>The Department of Corporate Services, <b>BSE Limited</b> 14<sup>th</sup> Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</p>	<p>The Listing Compliance Department <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.</p>	<p><b>Mr. Virendra Samani</b> Company Secretary &amp; Compliance Officer <b>Future Retail Limited</b> Knowledge House, Off. Jogeshwari Vikhroli Link Road, Shyam Nagar, Jogeshwari (East), Mumbai-400060</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)	3,58,15,889# 2,94,16,803# ----- -----	6.60% 5.43% ----- -----	----- ----- ----- -----
<b>Total (a+b+c+d)</b>	<b>6,52,32,692</b>	<b>12.03%</b>	<b>-----</b>
<b>Details of acquisition/ Sale</b> a) Shares carrying voting rights acquired/ <del>sold</del> 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 <del>encumbered/invoked/released</del> by the acquirer	2,94,16,803 ----- ----- (2,94,16,803)	5.43% ----- ----- (5.43%)	----- ----- ----- -----
<b>Total (a+b+c+d)</b>	<b>Nil</b>	<b>Nil</b>	<b>-----</b>

<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	6,52,32,692	12.03%	----
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>6,52,32,692</b>	<b>12.03%</b>	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Invocation of pledged equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Invocation date:</b> February 2, 2021		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	54,22,84,079 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended December 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	54,22,84,079 Equity Shares (As per the Shareholding pattern available on BSE website for the quarter ended December 2020)		
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:**

2,94,16,803 Equity Shares of the Company have been Invoked 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

#Net Cumulative number of equity shares pledged with us prior to the date of listing i.e. 29<sup>th</sup> August 2016 which was automatically encumbered pursuant to the Scheme of Arrangement/demerger has been adjusted against number of shares before the acquisition under consideration.

*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

Registered office:

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