

October 10, 2021

To,  
Corporate Relationship Department (CRD)  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra - Kurla Complex  
Bandra (East),  
Mumbai - 400 051

**Scrip Code: 523574 / 570002**

**Scrip Symbol: FEL / FELDVR**

**Debt Scrip Code: 954328-30-40-43 / 955100-101-140-141-371-373-454-456-749-750-957-958 / 956012-13 / 956243-268-69 / 956310-11 / 956954-55 / 957077-263-264-711-712-713 / 957875-76-89 / 958303-04 / 958501-502-841-842**

Dear Sir / Madam,

**Ref.: In the matter of Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") ('the Scheme' or 'this Scheme')**

**Sub.: Notice of National Company Law Tribunal (NCLT) convened Meeting of Unsecured Creditors of the Future Enterprises Limited ("the Company").**

In compliance with Regulation 30 and other applicable provisions of SEBI Listing Regulations, we hereby inform that pursuant to Order of Hon'ble National Company Law Tribunal ("NCLT") dated 28th September 2021, the meeting of Unsecured Creditors is scheduled on Thursday, 11th November 11, 2021 at 5:15 p.m. through video conferencing ("VC") / other audio-visual means ("OAVM") in connection with the consideration and approval of the Scheme:



**Future Enterprises Limited**

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari - Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060  
P +91 22 4055 2200, F +91 22 4055 2201, www.felindia.in

CIN L52399MH1987PLC044954

We enclose herewith copy of the Notice of above scheduled Meeting as being circulated to the concerned Unsecured Creditors as directed by NCLT. **However, due to size constraint, the entire Notice of the above Meeting together with all Exhibits forming part of the Notice are available for download at [https://www.felindia.in/pdf/Notice\\_of\\_NCLT\\_Unsecured\\_Creditors\\_Meeting.pdf](https://www.felindia.in/pdf/Notice_of_NCLT_Unsecured_Creditors_Meeting.pdf)**

The details for e-voting and time period for the remote e-voting of the aforesaid Meeting are as under:

Particulars	Meeting of Unsecured Creditors
Cut-off date	Saturday, 31 <sup>st</sup> July, 2021
Remote e-voting start date and time	Monday, 08 <sup>th</sup> November 2021 (from 09:00 a.m.)
Remote e-voting end date and time	Wednesday, 10 <sup>th</sup> November 2021 (till 05:00 p.m.)

The necessary details as required are provided in the Notice of aforesaid Meeting as being circulated to the Unsecured Creditors as directed by NCLT, which is also available on the website of the Company at [www.felindia.in](http://www.felindia.in).

You are kindly requested to take the same on you record.

Thanking you,

Yours faithfully,

For Future Enterprises Limited

  
**Deepak Tanna**  
**Company Secretary**



Encl.: as above.

# **FUTURE ENTERPRISES LIMITED**

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF  
FUTURE ENTERPRISES LIMITED  
AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH ("Tribunal")**



# FUTURE ENTERPRISES LIMITED

CIN: L52399MH1987PLC044954

Regd. Office: Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India

Tel No.: 022- 40552200, Fax No.: 022-40552201

E-mail: investor.care@futureconsumer.in, Website: www.futureconsumer.in

## **NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF FUTURE ENTERPRISES LIMITED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("Tribunal")**

Day	Thursday
Date	November 11, 2021
Time	5:15 p.m.
Venue / Mode of Meeting	Through video conferencing / other audio-visual means

REMOTE E-VOTING / E-VOTING AT THE MEETING	
Cut-off date for e-voting	: <b>July 31, 2021</b>
Remote e-voting start and end date and time	: <b>e-voting start : November 8, 2021 (09:00 a.m.)</b> <b>e-voting end : November 10, 2021 (05:00 p.m.)</b>
E-voting at the meeting start and end time	: E-voting will remain open from the commencement of the NCLT Convened Meeting ("Meeting") of Unsecured Creditors of Future Enterprises Limited and shall end 15 minutes after closure of the said meeting.

### INDEX

Sr. No.	Particulars	Page No.
1	Notice of National Company Law Tribunal convened meeting of the Unsecured Creditors of Future Enterprises Limited under the provisions of Sections 230-232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Notice").	5-9
2	Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	10-50
3	<b>Exhibit – I</b> Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Textcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") ("the Scheme" or "this Scheme")	I (1-189)
4	<b>Exhibit-II</b> <ul style="list-style-type: none"><li>Share Swap / Exchange Ratio Report issued by BSR &amp; Associates, LLP and BDO Valuation Advisory LLP, both dated August 29, 2020, to the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and the Transferee Company</li><li>Pricing Certificate for Preferential Allotment issued by BDO Valuation Advisory LLP dated August 29, 2020 to the Transferee Company</li><li>Pricing Certificate for Preferential Allotment issued by DMKH &amp; Co., Chartered Accountants dated September 9, 2020 to the Transferee Company</li></ul>	II (1 - 238)

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5	<p><b>Exhibit-III</b></p> <ul style="list-style-type: none"> <li>Fairness Opinion issued by ICICI Securities Ltd dated August 29, 2020 to the Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5 and the Transferee Company</li> <li>Fairness Opinion issued by ICICI Securities Ltd dated August 29, 2020 to Transferee Company on Pricing of Preferential Allotment</li> </ul>	III (1-28)																																														
6	<p><b>Exhibit-IV</b></p> <p>Copies of Observation Letters dated January 20, 2021 received from BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”) by the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5 and the Transferee Company.</p>	IV (1-37)																																														
7	<p><b>Exhibit-V</b></p> <p>Copy of Complaints Report of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5 and the Transferee Company submitted to BSE and NSE</p>	V (1-49)																																														
8	<p><b>Exhibit-VI</b></p> <p>Report adopted by the Board of Directors of the following companies in their respective board meetings held on August 29, 2020 pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013</p> <table border="1"> <thead> <tr> <th colspan="2">Name of Companies</th> </tr> </thead> <tbody> <tr> <td>Future Consumer Limited</td> <td>Transferor Company 1</td> </tr> <tr> <td>Future Lifestyle Fashions Limited</td> <td>Transferor Company 2</td> </tr> <tr> <td>Future Market Networks Limited</td> <td>Transferor Company 3</td> </tr> <tr> <td>Future Retail Limited</td> <td>Transferor Company 4</td> </tr> <tr> <td>Future Supply Chain Solutions Limited</td> <td>Transferor Company 5</td> </tr> <tr> <td>Futurebazaar India Limited</td> <td>Transferor Company 6</td> </tr> <tr> <td>Acute Retail Infra Private Limited</td> <td>Transferor Company 7</td> </tr> <tr> <td>Basuti Sales and Trading Private Limited</td> <td>Transferor Company 8</td> </tr> <tr> <td>Brattle Foods Private Limited</td> <td>Transferor Company 9</td> </tr> <tr> <td>Chirag Operating Lease Co. Private Limited</td> <td>Transferor Company 10</td> </tr> <tr> <td>Hare Krishna Operating Lease Private Limited</td> <td>Transferor Company 11</td> </tr> <tr> <td>Nice Texcot Trading &amp; Agency Private Limited</td> <td>Transferor Company 12</td> </tr> <tr> <td>Nishta Mall Management Company Private Limited</td> <td>Transferor Company 13</td> </tr> <tr> <td>Ojas Tradelease and Mall Management Private Limited</td> <td>Transferor Company 14</td> </tr> <tr> <td>Precision Realty Developers Private Limited</td> <td>Transferor Company 15</td> </tr> <tr> <td>Rivaaz Trade Ventures Private Limited</td> <td>Transferor Company 16</td> </tr> <tr> <td>Syntex Trading &amp; Agency Private Limited</td> <td>Transferor Company 17</td> </tr> <tr> <td>Taquito Lease Operators Private Limited</td> <td>Transferor Company 18</td> </tr> <tr> <td>Unique Malls Private Limited</td> <td>Transferor Company 19</td> </tr> <tr> <td>Future Enterprises Limited</td> <td>Transferee Company</td> </tr> <tr> <td>Reliance Retail Ventures Limited</td> <td>RRVL</td> </tr> <tr> <td>Reliance Retail and Fashion Lifestyle Limited</td> <td>RRVL WOS</td> </tr> </tbody> </table>	Name of Companies		Future Consumer Limited	Transferor Company 1	Future Lifestyle Fashions Limited	Transferor Company 2	Future Market Networks Limited	Transferor Company 3	Future Retail Limited	Transferor Company 4	Future Supply Chain Solutions Limited	Transferor Company 5	Futurebazaar India Limited	Transferor Company 6	Acute Retail Infra Private Limited	Transferor Company 7	Basuti Sales and Trading Private Limited	Transferor Company 8	Brattle Foods Private Limited	Transferor Company 9	Chirag Operating Lease Co. Private Limited	Transferor Company 10	Hare Krishna Operating Lease Private Limited	Transferor Company 11	Nice Texcot Trading & Agency Private Limited	Transferor Company 12	Nishta Mall Management Company Private Limited	Transferor Company 13	Ojas Tradelease and Mall Management Private Limited	Transferor Company 14	Precision Realty Developers Private Limited	Transferor Company 15	Rivaaz Trade Ventures Private Limited	Transferor Company 16	Syntex Trading & Agency Private Limited	Transferor Company 17	Taquito Lease Operators Private Limited	Transferor Company 18	Unique Malls Private Limited	Transferor Company 19	Future Enterprises Limited	Transferee Company	Reliance Retail Ventures Limited	RRVL	Reliance Retail and Fashion Lifestyle Limited	RRVL WOS	VI (1-72)
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9	<p data-bbox="225 106 352 133"><b>Exhibit-VII</b></p> <p data-bbox="225 143 1369 227">Information pertaining to the following companies in the format specified for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:</p> <table border="1" data-bbox="225 247 1369 893"> <thead> <tr> <th data-bbox="225 247 948 282">Name of Companies</th> <th data-bbox="952 247 1369 282"></th> </tr> </thead> <tbody> <tr><td data-bbox="225 288 948 322">Futurebazaar India Limited</td><td data-bbox="952 288 1369 322">Transferor Company 6</td></tr> <tr><td data-bbox="225 328 948 362">Acute Retail Infra Private Limited</td><td data-bbox="952 328 1369 362">Transferor Company 7</td></tr> <tr><td data-bbox="225 368 948 403">Basuti Sales and Trading Private Limited</td><td data-bbox="952 368 1369 403">Transferor Company 8</td></tr> <tr><td data-bbox="225 409 948 443">Brattle Foods Private Limited</td><td data-bbox="952 409 1369 443">Transferor Company 9</td></tr> <tr><td data-bbox="225 449 948 483">Chirag Operating Lease Co. Private Limited</td><td data-bbox="952 449 1369 483">Transferor Company 10</td></tr> <tr><td data-bbox="225 489 948 524">Hare Krishna Operating Lease Private Limited</td><td data-bbox="952 489 1369 524">Transferor Company 11</td></tr> <tr><td data-bbox="225 530 948 564">Nice Texcot Trading &amp; Agency Private Limited</td><td data-bbox="952 530 1369 564">Transferor Company 12</td></tr> <tr><td data-bbox="225 570 948 604">Nishta Mall Management Company Private Limited</td><td data-bbox="952 570 1369 604">Transferor Company 13</td></tr> <tr><td data-bbox="225 610 948 645">Ojas Tradelease and Mall Management Private Limited</td><td data-bbox="952 610 1369 645">Transferor Company 14</td></tr> <tr><td data-bbox="225 651 948 685">Precision Realty Developers Private Limited</td><td data-bbox="952 651 1369 685">Transferor Company 15</td></tr> <tr><td data-bbox="225 691 948 725">Rivaaz Trade Ventures Private Limited</td><td data-bbox="952 691 1369 725">Transferor Company 16</td></tr> <tr><td data-bbox="225 731 948 766">Syntex Trading &amp; Agency Private Limited</td><td data-bbox="952 731 1369 766">Transferor Company 17</td></tr> <tr><td data-bbox="225 772 948 806">Taquito Lease Operators Private Limited</td><td data-bbox="952 772 1369 806">Transferor Company 18</td></tr> <tr><td data-bbox="225 812 948 846">Unique Malls Private Limited</td><td data-bbox="952 812 1369 846">Transferor Company 19</td></tr> <tr><td data-bbox="225 852 948 887">Reliance Retail Ventures Limited</td><td data-bbox="952 852 1369 887">RRVL</td></tr> <tr><td data-bbox="225 893 948 903">Reliance Retail and Fashion Lifestyle Limited</td><td data-bbox="952 893 1369 903">RRVL WOS</td></tr> </tbody> </table>	Name of Companies		Futurebazaar India Limited	Transferor Company 6	Acute Retail Infra Private Limited	Transferor Company 7	Basuti Sales and Trading Private Limited	Transferor Company 8	Brattle Foods Private Limited	Transferor Company 9	Chirag Operating Lease Co. Private Limited	Transferor Company 10	Hare Krishna Operating Lease Private Limited	Transferor Company 11	Nice Texcot Trading & Agency Private Limited	Transferor Company 12	Nishta Mall Management Company Private Limited	Transferor Company 13	Ojas Tradelease and Mall Management Private Limited	Transferor Company 14	Precision Realty Developers Private Limited	Transferor Company 15	Rivaaz Trade Ventures Private Limited	Transferor Company 16	Syntex Trading & Agency Private Limited	Transferor Company 17	Taquito Lease Operators Private Limited	Transferor Company 18	Unique Malls Private Limited	Transferor Company 19	Reliance Retail Ventures Limited	RRVL	Reliance Retail and Fashion Lifestyle Limited	RRVL WOS	VII (1-160)												
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10	<p data-bbox="225 913 360 939"><b>Exhibit-VIII</b></p> <p data-bbox="225 949 1126 975">The pre-scheme shareholding pattern of the following Companies as on September 24, 2021:</p> <table border="1" data-bbox="225 995 1369 1923"> <thead> <tr> <th data-bbox="225 995 948 1030">Name of Companies</th> <th data-bbox="952 995 1369 1030"></th> </tr> </thead> <tbody> <tr><td data-bbox="225 1036 948 1070">Future Consumer Limited</td><td data-bbox="952 1036 1369 1070">Transferor Company 1</td></tr> <tr><td data-bbox="225 1076 948 1110">Future Lifestyle Fashions Limited</td><td data-bbox="952 1076 1369 1110">Transferor Company 2</td></tr> <tr><td data-bbox="225 1116 948 1151">Future Market Networks Limited</td><td data-bbox="952 1116 1369 1151">Transferor Company 3</td></tr> <tr><td data-bbox="225 1157 948 1191">Future Retail Limited</td><td data-bbox="952 1157 1369 1191">Transferor Company 4</td></tr> <tr><td data-bbox="225 1197 948 1231">Future Supply Chain Solutions Limited</td><td data-bbox="952 1197 1369 1231">Transferor Company 5</td></tr> <tr><td data-bbox="225 1237 948 1272">Futurebazaar India Limited</td><td data-bbox="952 1237 1369 1272">Transferor Company 6</td></tr> <tr><td data-bbox="225 1278 948 1312">Acute Retail Infra Private Limited</td><td data-bbox="952 1278 1369 1312">Transferor Company 7</td></tr> <tr><td data-bbox="225 1318 948 1352">Basuti Sales And Trading Private Limited</td><td data-bbox="952 1318 1369 1352">Transferor Company 8</td></tr> <tr><td data-bbox="225 1358 948 1393">Brattle Foods Private Limited</td><td data-bbox="952 1358 1369 1393">Transferor Company 9</td></tr> <tr><td data-bbox="225 1399 948 1433">Chirag Operating Lease Co. Private Limited</td><td data-bbox="952 1399 1369 1433">Transferor Company 10</td></tr> <tr><td data-bbox="225 1439 948 1473">Hare Krishna Operating Lease Private Limited</td><td data-bbox="952 1439 1369 1473">Transferor Company 11</td></tr> <tr><td data-bbox="225 1479 948 1514">Nice Texcot Trading &amp; Agency Private Limited</td><td data-bbox="952 1479 1369 1514">Transferor Company 12</td></tr> <tr><td data-bbox="225 1520 948 1554">Nishta Mall Management Company Private Limited</td><td data-bbox="952 1520 1369 1554">Transferor Company 13</td></tr> <tr><td data-bbox="225 1560 948 1594">Ojas Tradelease And Mall Management Private Limited</td><td data-bbox="952 1560 1369 1594">Transferor Company 14</td></tr> <tr><td data-bbox="225 1600 948 1634">Precision Realty Developers Private Limited</td><td data-bbox="952 1600 1369 1634">Transferor Company 15</td></tr> <tr><td data-bbox="225 1641 948 1675">Rivaaz Trade Ventures Private Limited</td><td data-bbox="952 1641 1369 1675">Transferor Company 16</td></tr> <tr><td data-bbox="225 1681 948 1715">Syntex Trading &amp; Agency Private Limited</td><td data-bbox="952 1681 1369 1715">Transferor Company 17</td></tr> <tr><td data-bbox="225 1721 948 1755">Taquito Lease Operators Private Limited</td><td data-bbox="952 1721 1369 1755">Transferor Company 18</td></tr> <tr><td data-bbox="225 1761 948 1796">Unique Malls Private Limited</td><td data-bbox="952 1761 1369 1796">Transferor Company 19</td></tr> <tr><td data-bbox="225 1802 948 1836">Future Enterprises Limited</td><td data-bbox="952 1802 1369 1836">Transferee Company</td></tr> <tr><td data-bbox="225 1842 948 1876">Reliance Retail Ventures Limited</td><td data-bbox="952 1842 1369 1876">RRVL</td></tr> <tr><td data-bbox="225 1882 948 1923">Reliance Retail and Fashion Lifestyle Limited</td><td data-bbox="952 1882 1369 1923">RRVL WOS</td></tr> </tbody> </table>	Name of Companies		Future Consumer Limited	Transferor Company 1	Future Lifestyle Fashions Limited	Transferor Company 2	Future Market Networks Limited	Transferor Company 3	Future Retail Limited	Transferor Company 4	Future Supply Chain Solutions Limited	Transferor Company 5	Futurebazaar India Limited	Transferor Company 6	Acute Retail Infra Private Limited	Transferor Company 7	Basuti Sales And Trading Private Limited	Transferor Company 8	Brattle Foods Private Limited	Transferor Company 9	Chirag Operating Lease Co. Private Limited	Transferor Company 10	Hare Krishna Operating Lease Private Limited	Transferor Company 11	Nice Texcot Trading & Agency Private Limited	Transferor Company 12	Nishta Mall Management Company Private Limited	Transferor Company 13	Ojas Tradelease And Mall Management Private Limited	Transferor Company 14	Precision Realty Developers Private Limited	Transferor Company 15	Rivaaz Trade Ventures Private Limited	Transferor Company 16	Syntex Trading & Agency Private Limited	Transferor Company 17	Taquito Lease Operators Private Limited	Transferor Company 18	Unique Malls Private Limited	Transferor Company 19	Future Enterprises Limited	Transferee Company	Reliance Retail Ventures Limited	RRVL	Reliance Retail and Fashion Lifestyle Limited	RRVL WOS	VIII (1-19)
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11	<p data-bbox="172 106 288 133"><b>Exhibit-IX</b></p> <p data-bbox="172 143 1313 197">The details of the Promoters, Directors and KMPs of the respective companies involved in the Scheme and their respective shareholdings, if any, in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS.</p> <table border="1" data-bbox="172 217 1313 1088"> <thead> <tr> <th colspan="2" data-bbox="180 223 1305 258">Name of Companies</th> </tr> </thead> <tbody> <tr><td data-bbox="180 264 759 290">Future Consumer Limited</td><td data-bbox="759 264 1305 290">Transferor Company 1</td></tr> <tr><td data-bbox="180 298 759 324">Future Lifestyle Fashions Limited</td><td data-bbox="759 298 1305 324">Transferor Company 2</td></tr> <tr><td data-bbox="180 332 759 358">Future Market Networks Limited</td><td data-bbox="759 332 1305 358">Transferor Company 3</td></tr> <tr><td data-bbox="180 366 759 393">Future Retail Limited</td><td data-bbox="759 366 1305 393">Transferor Company 4</td></tr> <tr><td data-bbox="180 401 759 427">Future Supply Chain Solutions Limited</td><td data-bbox="759 401 1305 427">Transferor Company 5</td></tr> <tr><td data-bbox="180 435 759 461">Futurebazaar India Limited</td><td data-bbox="759 435 1305 461">Transferor Company 6</td></tr> <tr><td data-bbox="180 469 759 495">Acute Retail Infra Private Limited</td><td data-bbox="759 469 1305 495">Transferor Company 7</td></tr> <tr><td data-bbox="180 504 759 530">Basuti Sales And Trading Private Limited</td><td data-bbox="759 504 1305 530">Transferor Company 8</td></tr> <tr><td data-bbox="180 538 759 564">Brattle Foods Private Limited</td><td data-bbox="759 538 1305 564">Transferor Company 9</td></tr> <tr><td data-bbox="180 572 759 598">Chirag Operating Lease Co. Private Limited</td><td data-bbox="759 572 1305 598">Transferor Company 10</td></tr> <tr><td data-bbox="180 606 759 633">Hare Krishna Operating Lease Private Limited</td><td data-bbox="759 606 1305 633">Transferor Company 11</td></tr> <tr><td data-bbox="180 641 759 667">Nice Texcot Trading &amp; Agency Private Limited</td><td data-bbox="759 641 1305 667">Transferor Company 12</td></tr> <tr><td data-bbox="180 675 759 701">Nishta Mall Management Company Private Limited</td><td data-bbox="759 675 1305 701">Transferor Company 13</td></tr> <tr><td data-bbox="180 709 759 735">Ojas Tradelease And Mall Management Private Limited</td><td data-bbox="759 709 1305 735">Transferor Company 14</td></tr> <tr><td data-bbox="180 743 759 770">Precision Realty Developers Private Limited</td><td data-bbox="759 743 1305 770">Transferor Company 15</td></tr> <tr><td data-bbox="180 778 759 804">Rivaaz Trade Ventures Private Limited</td><td data-bbox="759 778 1305 804">Transferor Company 16</td></tr> <tr><td data-bbox="180 812 759 838">Syntex Trading &amp; Agency Private Limited</td><td data-bbox="759 812 1305 838">Transferor Company 17</td></tr> <tr><td data-bbox="180 846 759 872">Taquito Lease Operators Private Limited</td><td data-bbox="759 846 1305 872">Transferor Company 18</td></tr> <tr><td data-bbox="180 880 759 907">Unique Malls Private Limited</td><td data-bbox="759 880 1305 907">Transferor Company 19</td></tr> <tr><td data-bbox="180 915 759 941">Future Enterprises Limited</td><td data-bbox="759 915 1305 941">Transferee Company</td></tr> <tr><td data-bbox="180 949 759 975">Reliance Retail Ventures Limited</td><td data-bbox="759 949 1305 975">RRVL</td></tr> <tr><td data-bbox="180 983 759 1010">Reliance Retail and Fashion Lifestyle Limited</td><td data-bbox="759 983 1305 1010">RRVL WOS</td></tr> </tbody> </table>	Name of Companies		Future Consumer Limited	Transferor Company 1	Future Lifestyle Fashions Limited	Transferor Company 2	Future Market Networks Limited	Transferor Company 3	Future Retail Limited	Transferor Company 4	Future Supply Chain Solutions Limited	Transferor Company 5	Futurebazaar India Limited	Transferor Company 6	Acute Retail Infra Private Limited	Transferor Company 7	Basuti Sales And Trading Private Limited	Transferor Company 8	Brattle Foods Private Limited	Transferor Company 9	Chirag Operating Lease Co. Private Limited	Transferor Company 10	Hare Krishna Operating Lease Private Limited	Transferor Company 11	Nice Texcot Trading & Agency Private Limited	Transferor Company 12	Nishta Mall Management Company Private Limited	Transferor Company 13	Ojas Tradelease And Mall Management Private Limited	Transferor Company 14	Precision Realty Developers Private Limited	Transferor Company 15	Rivaaz Trade Ventures Private Limited	Transferor Company 16	Syntex Trading & Agency Private Limited	Transferor Company 17	Taquito Lease Operators Private Limited	Transferor Company 18	Unique Malls Private Limited	Transferor Company 19	Future Enterprises Limited	Transferee Company	Reliance Retail Ventures Limited	RRVL	Reliance Retail and Fashion Lifestyle Limited	RRVL WOS	IX (1-5)
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12	<p data-bbox="172 1108 280 1135"><b>Exhibit-X</b></p> <p data-bbox="172 1145 1313 1199">Details of amount due from the Transferor Companies, the Transferee Company as on July 31, 2021 and from RRVL and RRVL WOS as on August 31, 2021 to its Unsecured Creditors</p>	X (1)																																														
13	<p data-bbox="172 1215 288 1241"><b>Exhibit-XI</b></p> <p data-bbox="172 1251 1313 1306">Details of names and addresses of the Promoters, Directors and KMPs of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS</p>	XI (1-6)																																														
14	<p data-bbox="172 1322 296 1348"><b>Exhibit-XII</b></p> <p data-bbox="172 1358 1313 1520">Supplementary accounting statements of Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5, the Transferee Company, RRVL and RRVL WOS as on June 30, 2021 and of the Transferor Company 6, the Transferor Company 7, the Transferor Company 8, the Transferor Company 9, the Transferor Company 10, the Transferor Company 11, the Transferor Company 12, the Transferor Company 13, the Transferor Company 14, the Transferor Company 15, the Transferor Company 16, the Transferor Company 17, the Transferor Company 18 and the Transferor Company 19 as on July 31, 2021</p>	XII (1-90)																																														

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

COMPANY SCHEME APPLICATION NO. C.A. (CAA) 8 / MB/ 2021

FUTURE ENTERPRISES LIMITED

the Company / Transferee Company

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF THE COMPANY**

**NOTICE** is hereby given that by an Order dated September 28, 2021, passed in the above mentioned Company Scheme Application (**the 'Order'**), the Hon'ble National Company Law Tribunal, Mumbai Bench (**'NCLT' or 'Tribunal'**) has directed a meeting of the Unsecured Creditors of the Company to be held for the purpose of considering, and if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3"), ('the Scheme' or 'this Scheme') on Thursday, November 11, 2021 at 5:15 p.m.

In pursuance of the said Order and as directed therein, the meeting of the Unsecured Creditors of the Company ("Meeting") will be held on Thursday, November 11, 2021 at 5:15 p.m. through video conferencing ("VC") / other audiovisual means ("OVAM") in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") to transact the following business:

**To consider and, if thought fit, to pass, the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company for approval of the Scheme:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No CFD/DIL3/CIR/2017/21 dated March 10, 2017 and the Securities and Exchange Board of India Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020, as amended, the observation letters issued by BSE Limited and the National Stock Exchange of India Limited dated January 20, 2021 respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Hon'ble Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Future Consumer Limited ("the Transferor Company 1"), Future Lifestyle Fashions Limited ("Transferor Company 2"), Future Market Networks Limited ("Transferor Company 3"), Future Retail Limited ("Transferor Company 4"), Future Supply Chain Solutions Limited ("Transferor Company 5"), Futurebazaar India Limited ("Transferor Company 6"), Acute Retail Infra Private Limited ("Transferor Company 7"), Basuti Sales and Trading Private Limited ("Transferor Company 8"), Brattle Foods Private Limited ("Transferor Company 9"), Chirag Operating Lease Co. Private Limited ("Transferor Company 10"), Hare Krishna Operating Lease Private Limited ("Transferor Company 11"), Nice Texcot Trading & Agency Private Limited ("Transferor Company 12"), Nishta Mall Management Company Private Limited ("Transferor Company 13"), Ojas Tradelease and Mall Management Private Limited ("Transferor Company 14"), Precision Realty Developers Private Limited ("Transferor Company 15"), Rivaaz Trade Ventures Private Limited ("Transferor Company 16"), Syntex Trading & Agency Private Limited ("Transferor Company 17"), Taquito Lease Operators Private Limited ("Transferor Company 18"), Unique Malls Private Limited ("Transferor Company 19") and Future Enterprises Limited ("Transferee Company" or "FEL") & their respective shareholders and creditors ("Part 1") And Future Enterprises Limited ("FEL") and Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors ("Part 2") And Future Enterprises Limited ("FEL") and Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors ("Part 3") be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem expedient, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Composite Scheme of Arrangement and to make any modifications or amendments to the Composite Scheme of Arrangement at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/



or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Composite Scheme of Arrangement, as the Board may deem fit and proper without being required to seek any further approval of the Unsecured Creditors or otherwise to the end and intent that the Unsecured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution and the Board be and is hereby further authorized to execute such further deeds, documents and writings that may be considered necessary, make necessary filings and carry out any or all activities for the purpose of giving effect to this Resolution.”

**TAKE FURTHER NOTICE THAT** in compliance with the provisions of (i) Section 230 read with Section 108 of the Act; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; the Company is providing the facility of casting votes through E-voting from any place other than voting at the Meeting (“**Remote E-voting**”) so as to enable the Unsecured Creditors, to consider and approve the Scheme by voting on the aforesaid Resolution. The Remote E-voting period commences from Monday, November 8, 2021 at 9:00 a.m. and ends on Wednesday, November 10, 2021 at 5:00 p.m. In view of the ongoing COVID-19 pandemic and with the objective to maintain social distancing, the Meeting shall be conducted through VC/OAVM for which the Company is also providing the facility of e-voting at the Meeting to the Unsecured Creditors attending the Meeting.

**TAKE FURTHER NOTICE THAT** each Unsecured Creditor can opt for only one mode of voting i.e. either e-voting at the Meeting or Remote E-voting. In case of Unsecured Creditor exercising their right to vote via both modes, i.e. casting vote by Remote E-voting and also at the Meeting, then vote cast through Remote E-voting shall prevail over voting by the said Unsecured Creditor at the Meeting and the vote cast at the Meeting by the concerned Unsecured Creditor shall be treated as invalid.

**TAKE FURTHER NOTICE THAT** the Unsecured Creditors may refer to the Notes to this Notice for the details of Remote E-voting. The voting rights of the Unsecured Creditors shall be in proportion to their outstanding balances in the Company as on closure of business hours on Saturday, July 31, 2021 (“**cut-off date**”). A person who is not an Unsecured Creditor of the Company as on the Cut-off Date, should treat the Notice for information purpose only.

The Hon’ble Tribunal has appointed Mr. Shailesh Haribhakti and failing him Mr. G. N. Bajpai, to be the Chairman of the Meeting, including for any adjournment or adjournments thereof.

The Scheme, if approved in the aforesaid Meeting, will be subject to the subsequent sanction of the Hon’ble Tribunal.

Sd/-

**Shailesh Haribhakti**

Chairman appointed for the Meeting

Mumbai  
Dated this October 08, 2021

**Registered Office:**

Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India

**Notes:**

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated September 28, 2021 ("Tribunal"), the Meeting of the Unsecured Creditors of the Company is being conducted through Video Conferencing ("VC")/ other audio visual means ("OAVM") facility to transact the business set out in the Notice convening this Meeting. As such, physical attendance of the Unsecured Creditors has been dispensed with. The deemed venue for the Meeting shall be the Registered Office of the Company
2. The statement pursuant to Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. A person, whose name appears in the list of the Unsecured Creditors of the Company as on the cut-off date (specified above in the Notice) only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the meeting. A person who is not an Unsecured Creditor as on the cut-off date, should treat the Notice for information purpose only.
4. Since this Meeting is being held through VC / OAVM, physical attendance of Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. No route map of the venue of the meeting is annexed hereto, since this meeting is being held through VC / OAVM.
6. Unsecured Creditors attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum. In terms of the Tribunal Order, the quorum for the meeting of Unsecured Creditors shall be as prescribed under Section 103 of the Companies Act, 2013.
7. The Notice of the meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those Unsecured Creditors whose email addresses are registered with the Company and by Post / Courier / Hand Delivery to the Unsecured Creditors whose email addresses are not registered with the Company.
8. The Unsecured Creditors may note that the aforesaid documents are also available on the website of the Company and can be accessed / downloaded using the below given link: [www.felindia.in](http://www.felindia.in) and on the website of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. If so desired, Unsecured Creditors may obtain a printed copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 etc., free of charge. A written request in this regard, along with details of the outstanding amount due by the Company and Permanent Account Number (PAN), may be addressed to the Company Secretary at [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in).
9. Unsecured Creditors intending to authorise their representatives to participate and vote through e-voting on their behalf at the meeting are requested to send a scanned copy (PDF/JPG Format) of Board resolution / authorization letter together, to attend and vote at the Meeting through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) and [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. The Notice convening the Meeting will be published in 'Business Standard' in English Language having nation wide circulation and 'Navshakti' in Marathi Language having circulation in the State of Maharashtra.
11. The voting rights as well as the value of the Unsecured Creditors shall be in proportion to the outstanding amount due to them by the Company as on cut-off date.
12. The Scheme shall be considered approved by the Unsecured Creditors of the Company if the resolution mentioned above in the notice has been approved by the majority of Unsecured Creditors representing three-fourths in value of the Unsecured Creditors in terms of Sections 230 to 232 of the Act.
13. The Tribunal has appointed Mr. Shailesh Haribhakti and failing him Mr. G. N. Bajpai as a Chairman of the said Meeting. The above mentioned Scheme, if approved by the Meeting, will be subject to the subsequent approval of the Hon'ble NCLT.
14. The scrutinizer shall submit his report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the Unsecured Creditors through remote e-voting and e-voting at the Meeting. The scrutinizer's decision on the validity of the votes shall be final.

**15. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE MEETING:**

Pursuant to the directions of the Tribunal given under the Tribunal Order, the Company is providing to its Unsecured Creditors facility to exercise their right to vote on the resolution proposed to be passed (i) remotely, using an electronic voting system ("remote e-voting"); and (ii) at the Meeting by electronic means ("e-voting at the Meeting").

The Company has engaged the services of NSDL as the agency to provide the facility for remote e-voting and e-voting at the Meeting. The manner of voting using e-voting facility is provided in the instructions given below.

The remote e-voting facility will be available during the voting period specified above in the Notice. The remote e-voting will not be allowed beyond the end date and time specified in the voting period as stated in the Notice and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

Further, the facility for voting through electronic voting system will also be made available at the Meeting and Unsecured Creditors attending the Meeting who have not cast their votes by remote e-voting will be able to vote electronically at the Meeting through such facility.

Voting rights of the Unsecured Creditor shall be in proportion to the outstanding amount due by the Company as on the cut-off date (specified in the Notice).

Instructions relating to e-voting:

- a) The Unsecured Creditors who have cast their votes by remote e-voting may also attend the Meeting but shall not be entitled to cast their votes again at the Meeting. Once the vote on the resolution is cast by an Unsecured Creditor, the Unsecured Creditor will not be allowed to change it subsequently or cast the vote again.
- b) An Unsecured Creditor can opt for only single mode of voting i.e., through remote e-voting or e-voting at the Meeting. If an Unsecured Creditor casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- c) A person, whose name is recorded in the list of the Unsecured Creditors of the Company as on the cut-off date only shall be entitled to avail the facility of remote e-voting or for participation and e-voting at the Meeting. A person who is not an Unsecured Creditor as on the cut-off date, should treat the Notice for information purpose only.
- d) Any Unsecured Creditor who has forgotten the User ID and/or password, may obtain the same from NSDL in the manner as mentioned below:
  - i. Unsecured Creditors may send email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to NSDL. Such Unsecured Creditors are requested to provide their name, address, amount outstanding and PAN and e-mail address along with the request to NSDL, after due verification of the request, NSDL will send the User ID and password.
  - ii. Unsecured Creditors may call on NSDL’s toll-free No. 1800 1020 990 /1800 224 430 (from 9:00 a.m. to 6:00 p.m.) for assistance.
- e) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and may be used for voting only by the Unsecured Creditors as on the cut-off date and who have not already cast their votes through remote e-voting.
- f) Instructions for remote e-voting:
  - i. In case an Unsecured Creditor receives an e-mail from the Company / NSDL [for Unsecured Creditors whose e-mail addresses are registered with the Company:]
    - (a) Open the e-mail and open the .pdf file. Please note that the password to open the .pdf file is the Unique code. The Unique code will be provided in the email sent to you.
    - (b) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
    - (c) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
    - (d) A new screen will open. You will have to enter the User ID and Password as provided in the .pdf file as attached.
    - (e) Enter the USER ID, Password, Verification Code and tick on Agree to “Terms and Conditions” by selecting on the check box.
    - (f) Now, you will have to click on “Login” button, Home page of E-Voting will open. If required, please contact toll-free no.: 1800 1020 990 /1800 224 430 (from 9:00 a.m. to 6:00 p.m.) for your login credentials. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (g) You need to login again with the new credentials.
    - (h) On successful login, the system will prompt you to select the EVEN for Future Enterprises Limited.
    - (i) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
    - (j) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - (k) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
    - (l) Unsecured creditors other than individuals are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) and [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in).
  - ii. In case of any query pertaining to e-voting, Unsecured Creditors may refer to the “Help” and “FAQs” sections / E-voting user manual available through a drop down menu in the “Downloads” section of NSDL’s website for e-voting: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL as per the details given under sub-point no. iii below.
  - iii. Unsecured Creditors are requested to note the following contact details for addressing e-voting related grievances:

**For e-Voting:**

- a. Ms. Pallavi Mhatre, Manager - NSDL at E-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at , toll free number 1800 1020 990 /1800 224 430
- b. Mr. Amit Vishal, Senior Manager - NSDL at E-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free number 1800 1020 990 /1800 224 430.

**For VC/OAVM:**

- a. Mr. Amit Vishal, Senior Manager - NSDL at E-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free number 1800 1020 990 /1800 224 430
- b. Mr. Sagar Ghosalkar, Assistant Manager, NSDL at E-mail ID [sagar.ghosalkar@nsdl.co.in](mailto:sagar.ghosalkar@nsdl.co.in) or call at toll free number - 1800 1020 990 /1800 224 430.

g) Instructions for e-voting at the Meeting:

The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting. Once the voting at the Meeting is announced by the Chairperson of the Meeting, you will be able to cast your vote by clicking on EVEN of Company.

**16. PROCEDURE FOR INSPECTION OF DOCUMENTS:**

- a) Documents for inspection as referred to in the Notice will be available electronically for inspection without any fee by the Unsecured Creditors from the date of circulation of this Notice up to the date of Meeting. Unsecured creditors seeking to inspect such documents can visit the “Investor” section on the website of the Company: <https://felindia.in>.
- b) Unsecured Creditors seeking any information with regard to the Scheme or the matter proposed to be considered at the Meeting, are requested to write to the Company at least 2 days before the date of the Meeting through email on [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in). The same will be replied by the Company suitably.
- c) Unsecured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting, manner of casting vote through remote e-voting or e-voting at the Meeting.

**17. INSTRUCTIONS FOR UNSECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC / OAVM ARE AS UNDER:**

- Unsecured Creditors will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-voting system. Unsecured Creditors may access by following the steps mentioned for Access to NSDL e-voting system in the Notice of Meeting. After successful login, you can see link of “VC/OAVM” placed under “Join General Meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join the Meeting menu. The link for VC/OAVM will be available in Unsecured Creditors login where the EVEN of Company will be displayed. Please note that the Unsecured Creditors who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- Facility of joining the Meeting through VC / OAVM shall open 15 minutes before the time scheduled for the Meeting and will be available for Unsecured Creditors on first come first served basis.
- Unsecured Creditors who need assistance before or during the Meeting, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / or contact Ms. Pallavi Mhatre - NSDL at 1800-1020-990/ 1800-22-44-30.
- Unsecured Creditors who would like to express their views / ask questions during the Meeting may register themselves as a speaker by sending their request atleast 7 (Seven) days prior to Meeting mentioning their name, Unique code provided, e-mail address, mobile number at [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in). Those Unsecured Creditors who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting.
- Only those Unsecured Creditors, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.

Sd/-

**Shailesh Haribhakti**

Chairman appointed for the Meeting

Mumbai

Dated this October 08, 2021

**Registered Office:**

Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India

**Before the National Company Law Tribunal, Mumbai Bench**  
**COMPANY SCHEME APPLICATION NO. C.A. (CAA) 8 / MB/ 2021**

**In the matter of the Companies Act, 2013;**

**And**

**In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;**

**And**

**In the matter of the Composite Scheme of Arrangement between Future Consumer Limited (“the Transferor Company 1”), Future Lifestyle Fashions Limited (“Transferor Company 2”), Future Market Networks Limited (“Transferor Company 3”), Future Retail Limited (“Transferor Company 4”), Future Supply Chain Solutions Limited (“Transferor Company 5”), Futurebazaar India Limited (“Transferor Company 6”), Acute Retail Infra Private Limited (“Transferor Company 7”), Basuti Sales and Trading Private Limited (“Transferor Company 8”), Brattle Foods Private Limited (“Transferor Company 9”), Chirag Operating Lease Co. Private Limited (“Transferor Company 10”), Hare Krishna Operating Lease Private Limited (“Transferor Company 11”), Nice Texcot Trading & Agency Private Limited (“Transferor Company 12”), Nishta Mall Management Company Private Limited (“Transferor Company 13”), Ojas Tradelease and Mall Management Private Limited (“Transferor Company 14”), Precision Realty Developers Private Limited (“Transferor Company 15”), Rivaaz Trade Ventures Private Limited (“Transferor Company 16”), Syntex Trading & Agency Private Limited (“Transferor Company 17”), Taquito Lease Operators Private Limited (“Transferor Company 18”), Unique Malls Private Limited (“Transferor Company 19”) and Future Enterprises Limited (“Transferee Company” or “FEL”) & their respective shareholders and creditors (“Part 1”) And Future Enterprises Limited (“FEL”) and Reliance Retail Ventures Limited (“RRVL”) & their respective shareholders and creditors (“Part 2”) And Future Enterprises Limited (“FEL”) and Reliance Retail and Fashion Lifestyle Limited (“RRVL WOS”) & their respective shareholders and creditors (“Part 3”) (‘the Scheme’ or ‘this Scheme’)**

**FUTURE ENTERPRISES LIMITED... Transferee Company / the Company**

**STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013 (“ACT”) AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE FOR THE MEETING OF THE UNSECURED CREDITORS OF FUTURE ENTERPRISES LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH (“NCLT”)**

In this Statement, Future Consumer Limited is hereinafter referred to as “Transferor Company 1”, Future Lifestyle Fashions Limited is hereinafter referred to as “Transferor Company 2”, Future Market Networks Limited is hereinafter referred to as “Transferor Company 3”, Future Retail Limited is hereinafter referred to as “Transferor Company 4”, Future Supply Chain Solutions Limited is hereinafter referred to as “Transferor Company 5”, Futurebazaar India Limited is hereinafter referred to as “Transferor Company 6”, Acute Retail Infra Private Limited is hereinafter referred to as “Transferor Company 7”, Basuti Sales and Trading Private Limited is hereinafter referred to as “Transferor Company 8”, Brattle Foods Private Limited is hereinafter referred to as “Transferor Company 9”, Chirag Operating Lease Co. Private Limited is hereinafter referred to as “Transferor Company 10”, Hare Krishna Operating Lease Private Limited is hereinafter referred to as “Transferor Company 11”, Nice Texcot Trading & Agency Private Limited is hereinafter referred to as “Transferor Company 12”, Nishta Mall Management Company Private Limited is hereinafter referred to as “Transferor Company 13”, Ojas Tradelease and Mall Management Private Limited is hereinafter referred to as “Transferor Company 14”, Precision Realty Developers Private Limited is hereinafter referred to as “Transferor Company 15”, Rivaaz Trade Ventures Private Limited is hereinafter referred to as “Transferor Company 16”, Syntex Trading & Agency Private Limited is hereinafter referred to as “Transferor Company 17”, Taquito Lease Operators Private Limited is hereinafter referred to as “Transferor Company 18”, Unique Malls Private Limited “Transferor Company 19” and Future Enterprises Limited is hereinafter referred to as “Transferee Company” (Transferor Company 1, Transferor Company 2, Transferor Company 3, Transferor Company 4, Transferor Company 5, Transferor Company 6, Transferor Company 7, Transferor Company 8, Transferor Company 9, Transferor Company 10, Transferor Company 11, Transferor Company 12, Transferor Company 13, Transferor Company 14, Transferor Company 15, Transferor Company 16, Transferor Company 17, Transferor Company 18 and Transferor Company 19 are hereinafter collectively referred to as ‘the Transferor Companies’). Capitalized terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

1. Pursuant to an Order dated September 28, 2021 passed by the Hon’ble Tribunal in the Company Application No. 8 of 2021 referred to hereinabove, a Meeting of the Unsecured Creditors of the Company is being convened and held through video conferencing (‘VC’) / other audio visual means (‘OAVM’) on November 11, 2021 at 11:15 a.m. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Composite Scheme of Arrangement between Future Consumer Limited (“the Transferor Company 1”), Future Lifestyle Fashions Limited (“Transferor Company 2”), Future Market Networks Limited (“Transferor Company 3”), Future Retail Limited (“Transferor Company 4”), Future Supply Chain Solutions Limited (“Transferor Company 5”), Futurebazaar India Limited (“Transferor Company 6”), Acute Retail Infra Private Limited (“Transferor Company 7”), Basuti Sales and Trading Private Limited (“Transferor Company 8”), Brattle Foods Private Limited (“Transferor Company 9”), Chirag Operating Lease Co. Private Limited (“Transferor Company 10”), Hare Krishna Operating Lease Private Limited (“Transferor Company 11”), Nice Texcot Trading & Agency Private Limited (“Transferor Company 12”), Nishta Mall Management Company Private Limited (“Transferor Company 13”), Ojas Tradelease and Mall Management Private Limited (“Transferor Company 14”), Precision Realty Developers Private Limited (“Transferor Company 15”), Rivaaz Trade Ventures Private Limited (“Transferor Company 16”), Syntex Trading & Agency Private Limited (“Transferor Company 17”), Taquito Lease Operators Private Limited (“Transferor Company 18”), Unique Malls Private Limited (“Transferor Company 19”) and Future Enterprises Limited (“Transferee Company” or “FEL”) & their respective shareholders and creditors (“Part 1”) And Future Enterprises Limited (“FEL”) and Reliance Retail Ventures Limited (“RRVL”) & their respective shareholders and creditors (“Part 2”) And Future Enterprises Limited (“FEL”) and Reliance Retail and Fashion Lifestyle Limited (“RRVL WOS”) & their respective shareholders and creditors (“Part 3”).



2. The draft Scheme was placed before the Audit Committee and Board of Directors of the Company at their respective meetings held on August 29, 2020. In accordance with the provisions of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“SEBI Circular”), the Audit Committee of the Company vide a resolution passed on August 29, 2020 recommended the draft Scheme to the Board of Directors of the Company *inter-alia* taking into account:
  - a) The Share Swap / Exchange Ratio Reports dated August 29, 2020 issued by BDO Valuation Advisory LLP, Chartered Accountants and BSR & Associates, LLP for issue of equity shares by FEL to the Equity Shareholders of the Company pursuant to the Scheme; and
  - b) The Fairness Opinion dated August 29, 2020 issued by ICICI Securities Limited, an independent Merchant Banker on the fairness of the Share Swap / Exchange Ratio Reports.

Copies of the Share Swap / Exchange Ratio Reports and Fairness Opinion are enclosed with this Notice.

3. Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Company has come to the conclusion that the Scheme is in the best interest of the Company and all its stakeholders.
4. Further, certain amendments to the Scheme were approved by the Committee of Directors of the Company vide its resolution dated October 1, 2020 and January 23, 2021.
5. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the Unsecured Creditors, of the Company, voting through E-voting and Remote E-voting, agree to the Scheme.
6. A copy of the Scheme as approved by the Committee of Directors as on January 23, 2021 is enclosed herewith.
7. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**

**FUTURE CONSUMER LIMITED OR THE TRANSFEROR COMPANY 1**

1. Future Consumer Limited (hereinafter referred to as “Transferor Company 1” or ‘the Company’) was incorporated in the name of “Subhikshith Finance & Investments Limited” under the Companies Act, 1956 on July 10, 1996. Subsequently, the name of the Company was changed from “Subhikshith Finance & Investments Limited” to “Subhikshith Finance & Investments Private Limited” on September 17, 2001. Thereafter, the name of the company “Subhikshith Finance & Investments Private Limited” was further changed to “Future Ventures India Private Limited” on August 9, 2007. Subsequently, the name of the company “Future Ventures India Private Limited” was further changed to “Future Ventures India Limited” on September 7, 2007. The name of the company “Future Ventures India Limited” was changed to “Future Consumer Enterprise Limited” on September 30, 2013. Subsequently the name of the company “Future Consumer Enterprise Limited” was changed to “Future Consumer Limited” on October 13, 2016. The Corporate Identity Number of Transferor Company 1 is L52602MH1996PLC192090. Permanent Account Number of Transferor Company 1 is AABCS0279B. E-mail id of Transferor Company 1 is: investor.care@futureconsumer.in
2. The Registered Office of Transferor Company 1 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai-400060, Maharashtra, India. There has been no change in the registered office address of the Company in the last five (5) years.
3. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 1 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
565,00,00,000 equity shares of Rs. 6 each	3390,00,00,000
1,670,000,000 unclassified shares of Rs. 10 each	1670,00,00,000
<b>Total</b>	<b>5060,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
1,98,70,40,879 equity shares of Rs. 6 each, fully paid up	11,92,22,45,274
<b>Total</b>	<b>11,92,22,45,274</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 1 until the date of this Notice & Statement.

The Scheme of Arrangement between Athena Lifesciences Private Limited with Future Consumer Limited and their respective shareholders and creditors has become effective on October 6, 2021. Pursuant to the aforesaid scheme, 99,93,764 equity shares of Future Consumer Limited has been allotted to the shareholders of Athena Lifesciences Private Limited. Such shareholders shall be eligible to receive 89,94,388 equity shares in the Transferee Company pursuant to the Composite Scheme as per the consideration provided therein. The Transferor Company 1 has outstanding employee stock option schemes, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company.

4. The equity shares of the Transferor Company 1 are listed on BSE Limited and The National Stock Exchange of India Limited.

5. The objects of the Transferor Company 1 are set out in the Memorandum of Association. They are briefly as under:-
1. *To carry on the business, whether in India or abroad, of sourcing, processing, manufacturing, branding, distributing, selling, marketing, promoting, trading, buying, importing, exporting, using, improving, developing, storing, preserving, packing, re-packing, refining, transporting and otherwise dealing in any manner in all types of food, beverages and edible products including cereals, spices, masalas, vegetables, fruits, vegetarian and non-vegetarian food products, dairy products, milk products, bakery products, flours and mixes, frozen foods, packed foods, canned or tinned convenience foods, ready to eat foods, processed foods, drinks of all kind and every description, and all kind of fast moving consumer goods and products including personal care products, health care products, home care products such as soaps, body washes, shampoos, laundry products, wipes, creams, lotions and other similar products of all kind and every description, providing and availing incidental and ancillary services in relation thereto and carrying out any and all such activities as may be necessary or related to or in connection with the business of the Company including by way of acting as agents, principals, contractors, warehousemen, dealers, distributors, stockists, transporters, marketers, cultivators, converters, franchisors, brokers, consultants, collaborators, job workers, service providers of all nature and/or otherwise.*
  2. *To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconstruct, develop, set up, turn to account, maintain, keep, operate and run or engage into multiple food processing units, establishments, factories for manufacturing, processing, preparing, preserving, refining, buying, selling, packing, repacking, directly or sub-contracting and otherwise dealing in any manner in all type of food and food related products including cereals, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description, all kind of fast moving consumer goods and products and providing or availing incidental and ancillary services in relation thereto and to act as buyer, seller, stockiest, distributor, dealer, importer, exporter or otherwise and to establish, promote, develop, acquire, license and manage multiple brands, trade name, trademarks and other intellectual property rights in relation to the business of the Company and to appoint franchisee, representative, distributor or otherwise within and outside India.*
6. The Transferor Company 1 is engaged in the business of sourcing, manufacturing, branding, marketing and distribution of fast moving consumer goods, food and processed food products across urban and rural India.
7. The object clause as set out in the Memorandum of Association of Transferor Company 1 was altered vide Special Resolution passed at the Annual General Meeting held on August 29, 2018.

#### **FUTURE LIFESTYLE FASHIONS LIMITED OR THE TRANSFEROR COMPANY 2**

8. Future Lifestyle Fashions Limited (hereinafter referred to as “Transferor Company 2”) was incorporated in the name of Future Value Fashion Retail Limited on May 30, 2012 under the Companies Act, 1956. Subsequently, the name of “Future Value Fashion Retail Limited” was changed to Future Lifestyle Fashions Limited on December 4, 2012. The Corporate Identity Number of Transferor Company 2 is L52100MH2012PLC231654. Permanent Account Number of Transferor Company 2 is AABCF9869N. E-mail id of Transferor Company 2 is: investorrelations@futurelifestyle.in.
9. The Registered Office of Transferor Company 2 is situated at Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai – 400 060. There has been no change in the registered office address of the Transferor Company 2 in the last five (5) years.
10. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 2 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
25,00,00,000 equity Shares equity shares of Rs. 2 each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
20,17,74,874 equity shares of Rs. 2 each, fully paid up	40,35,49,748
<b>Total</b>	<b>40,35,49,748</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 2 until the date of this Notice & Statement.

The Transferor Company 2 has outstanding employee stock option schemes, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company 2.

11. The equity shares of the Transferor Company 2 are listed on BSE Limited and The National Stock Exchange of India Limited. The Non-convertible debentures of the Transferor Company 2 are listed on BSE Limited.
12. The objects of the Transferor Company 2 are set out in the Memorandum of Association. They are briefly as under:-
- a. *To carry on in India and elsewhere in any place or places in the world the trade or the business of manufacturers, makers, tailors, designers, exporters, importers, traders, dealers, merchants, shippers, indentors, distributors, wholesalers, retailers, shopkeepers, hirers, commission agents, mucedums, brokers, stockists, mercantile agents, forwarding agents, warehousemen, in all types of all products and services, dealing in all kinds of goods, materials and items including but not limited to clothes, fashion products, life style products, apparels, general merchandise, food & provisions, household goods, consumer durables, electronic items, arts and crafts,*

*jewellery, home improvement products, footwears, luggages, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, fabrics (including, without limitation, cotton, knitted, dyed, processed wool, jute, hemp, silk, nylon and allied materials and articles), textile of all kinds, non wearables of all kinds (including, without limitation, industrial or domestic wearable and non wearable, carpets and rugs, straps, tapes, ribbon, elastic braids, labels, etc.) and any other products, goods and services not specifically listed above through one stop solution for sale, purchase, export, import, trade and the like through any means and formats, including, without limitation, hyper markets, super markets, mega stores, discount stores, factory outlets, warehouses, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi level channels for all products and services, dealing in all kinds of goods, materials and items including all types of insurance and/ or financial products, gift card and vouchers, educational products, and such other products which can be distributed, marketed or sold in any other manner whether through retail outlets, departmental stores, chain shops, arcades, value stores or specialised shops, stores either owned and managed by the Company or taken on lease, rent or through franchisees as may be deemed feasible by the Company.*

13. The Transferor Company 2 is engaged in the business of retailing of fashion products through departmental and neighbourhood stores under various formats across the country.
14. There has been no change in the object clause of the Transferor Company 2 during the last five (5) years.

### **FUTURE MARKET NETWORKS LIMITED OR THE TRANSFEROR COMPANY 3**

15. Future Market Networks Limited (hereinafter referred to as “Transferor Company 3”) was incorporated on March 10, 2008 in the name of “Future Mall Management Limited” under the Companies Act, 1956. The name of the company was changed from “Future Mall Management Limited” to “Agre Developers Limited” on October 4, 2010. Subsequently the name of the company was changed from “Agre Developers Limited” to “Future Market Networks Limited” on February 6, 2012. The Corporate Identity Number of Transferor Company 3 is L45400MH2008PLC179914. Permanent Account Number of Transferor Company 3 is AABCF2006M. E-mail id of Transferor Company 3 is: info.fnnl@futuregroup.in.
16. The Registered Office of Transferor Company 3 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There has been no change in the registered office address of the Transferor Company 3 in the last five (5) years.
17. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 3 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
9,03,00,000 equity shares of Rs. 10 each	90,30,00,000
5,000 preference shares of Rs. 100 each	5,00,000
<b>Total</b>	<b>90,35,00,000</b>
<b>Issued share capital*</b>	
5,75,44,951 Equity shares of Rs. 10 each	57,54,49,510
<b>Total</b>	<b>57,54,49,510</b>
<b>Subscribed and paid up share capital</b>	
5,75,44,381 equity shares of Rs. 10 each, fully paid up	57,54,43,810
<b>Total</b>	<b>57,54,43,810</b>

\* 570 equity shares of the Transferor Company 3 are kept in abeyance and the said shares will be allotted subsequent to completion of legal formalities to allot the original shares in Future Enterprises Limited (the demerged entity in the scheme of arrangement approved by the Hon’ble High Court of Bombay vide its order dated August 24, 2010 which are currently held in abeyance).

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 3 until the date of this Notice & Statement.

The Transferor Company 3 has outstanding employee stock option schemes, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company 3.

18. The equity shares of the Transferor Company 3 are listed on BSE Limited and The National Stock Exchange of India Limited.
19. The objects of the Transferor Company 3 are set out in the Memorandum of Association. They are briefly as under:-
  1. *To carry on the business in India or elsewhere of maintaining, operating, managing malls, shopping centres, immovable properties of all nature and description including shopping malls, commercial complexes, shopping plazas, cinema halls, theatres, departmental stores, hypermarkets, shops, business, houses, offices, residential estates, hotels, motels, resorts, homes, organizations, exhibition centres, conference centres, boarding and lodging houses, clubs, dressing rooms, and places of amusement and recreation, sports, entertainment.*
  2. *To carry on the business in India or elsewhere of buying, selling, importing, exporting, distributing, transporting, warehousing, promoting, supplying, trading and dealing of all kinds of goods including fast moving consumable goods,*

*merchandise either raw material, finished or semi-finished items of grocery, garments, fruits and vegetables, apparels, furniture, fixture and furnishing, cosmetic, child care products, electric and electronic products, home decor, jewellery, foot wear ,entertainment, stationery, books and journals and to act as brokers, clearing and forwarding agent, shipper, commission agent, representative, franchiser, consultant, collaborator and marketing agents for aforesaid items on its own and to appoint subfranchisers etc., for any of the above purposes.*

2A *To carry on the business in India or elsewhere of builders, contractors, erectors, constructors of buildings of all nature being residential, industrial, institutional or commercial, townships, holiday resorts, hotels, motels, shopping malls and preparing plans for building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, commercial buildings, garages, warehouses, buildings for all purposes and conveniences and to purchase for development, freehold and lease-hold lands, houses, building, structures and other properties of any tenure and any interest therein.*

20. The Transferor Company 3 is engaged in the business of building capacity, creating network of new markets for modern wholesale trade and enabling the retail and logistics infrastructure for future markets in a more efficient and cost effective manner.
21. There has been no change in the object clause of the Transferor Company 3 during the last five (5) years.

#### **FUTURE RETAIL LIMITED OR TRANSFEROR COMPANY 4**

22. Future Retail Limited (hereinafter referred to as “Transferor Company 4”) was incorporated in the name of Bharti Retail Private Limited on February 7, 2007. Further, the name of the company was changed to Bharti Retail Limited vide the necessary resolution dated April 24, 2009 and a fresh certificate of incorporation was obtained on May 21, 2009. Further, name was changed to its present name viz, Future Retail Limited vide special resolution dated November 18, 2015 and fresh certificate of incorporation pursuant to change of name dated May 25, 2016 was obtained from the Registrar of Companies, Maharashtra at Mumbai. The Corporate Identity Number of Transferor Company 4 is L51909MH2007PLC268269. Permanent Account Number of Transferor Company 4 is AADC1093N. E-mail id of Transferor Company 4 is: investorrelations@futureretail.in.
23. The Registered Office of Transferor Company 4 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There has been no change in the registered office address of the Transferor Company 4 in the last five (5) years.
24. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 4 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
1250,00,00,000 equity shares of Rs. 2 each	2500,00,00,000
<b>Total</b>	<b>2500,00,00,000</b>
<b>Issued share capital</b>	
54,23,88,450 equity shares of Rs. 2 each, fully paid up	108,47,76,900
<b>Total</b>	<b>108,47,76,900</b>
<b>Subscribed and paid up share capital</b>	
54,22,84,079 equity shares of Rs. 2 each, fully paid up	108,45,68,158
<b>Total</b>	<b>108,45,68,158</b>

*Note: 1,04,371 equity shares have been kept in abeyance for issuance against the original shares in Transferee Company pursuant to the composite scheme of arrangement, which were also kept in abeyance. These shares will be allotted subsequent to completion of legal formalities to allot the original shares in the Transferee Company.*

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 4 until the date of this Notice & Statement.

The Transferor Company 4 has outstanding employee stock option schemes, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company 4.

25. The equity shares of the Transferor Company 4 are listed on BSE Limited and The National Stock Exchange of India Limited. The Non-convertible debentures of the Transferor Company 4 are listed on BSE Limited. The USD denominated Senior Secured Notes of the Transferor Company 4 are listed on Singapore Stock Exchange.
26. The objects of the Transferor Company 4 are set out in the Memorandum of Association. They are briefly as under:-
1. *To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centre, hyper markets, departmental stores, super markets, shopping malls, discount stores, specialty stores, shopping outlets, convenience stores, commercial complexes, showrooms and for the purpose to give on lease or hire, to deal in, trade, import, export, market, distribute, process, pack, repack, move, preserve, produce, repair, wholesale, retail, exchange, stock, supply indent or otherwise to act as agents, sub-agents, wholesalers,*

retailers, representatives, commissions agents, franchisers and dealers of all commercial, industrial, scientific, household, domestic, forest and food products and services, consumer goods, consumer durables and other consumer's necessities of every kind, make and sorts, whatsoever, including cosmetic, pharmaceuticals, automobile, plants, machineries, equipments, apparatus, gadgets, appliances, computer hardware, computer parts, softwares, components, communication equipments, petroleum products, steel, accessories, spare parts or other merchandise such as food products, confectionery, beverages, beer housekeepers, licensed victuallers, wine and spirit merchants, tea, coffee and refreshment rooms, café, ice cream parlours, video parlours, jute, textiles, linens, furnishing fabrics and fabrics of all kinds, readymade garments and clothing, linetic, hosiery, leather, rubber and plastic products, footwears, glass wares, enamelwares, earthenwares, porcelain wares, handicrafts, antiques, accessories, home décor items, furniture, stationary, personal care products, toiletries, metals, cookeries, precious and semi precious stones, paper and paper products, perfumery, engineering goods, health and beauty products, pets and supplies, household chemical, impulse merchandise, oil seeds toys, sporting goods, automotive, hardware, paint and accessories, housewares, small appliances, lawn & garden, home furnishings, seasonal, horticulture, large appliances, wireless, fabrics and craft, domestic goods, curtains and drap, bedding, mens wear, boys wear, infants/toddlers, girls wear, ladies socks, sheerhosiery sleepwear, bras & shapewear, accessories, ladieswear, swimwear. Outerwear, seafood, meat-fresh & frozen, floral, dairy products, frozen foods, commercial bread, bakery, candy and tobacco, grocery dry goods, grocery, liquor, wine, beer, pharmacy, jewellery and sunglasses, shoes optical-frames, optical- lenses, cameras photo films and reels, concept stores, optical-doctors, financial services, electrical & electronic goods and all other types of general good, consumables, materials, accessories, commodities and equipments or any other general merchandise or services of every nature, types and descriptions on ready or forward basis.

1A. To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of dairy farms, milk processing plants, food processing plants, cold storage plants, research laboratories, packing units, bottling plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.

1B. To carry on the business of manufacturers, millers, grinders, rollers, processors, tankers, packers and preserves, and dealers of all foods from agriculture products, dairy products, horticulture and poultry products, fruits, vegetables, flowers, meats, processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, potential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description.

27. The Transferor Company 4 is engaged in the business of retailing of fashion, household and consumer products through departmental and neighbourhood stores under various formats across the country.
28. There has been change in the object clause of the Transferor Company 4 during the last five (5) years by inserting Clause 1A and 1B in the object clause of the Transferor Company 4, with effect from May 19, 2017.

#### **FUTURE SUPPLY CHAIN SOLUTIONS LIMITED OR THE TRANSFEROR COMPANY 5**

29. Future Supply Chain Solutions Limited (hereinafter referred to as "Transferor Company 5") was incorporated in the name of "Future Logistic Solutions Limited" under the Companies Act, 1956 on March 8, 2006. Subsequently the name was changed to "Future Supply Chain Solutions Limited" on October 23, 2009. The Corporate Identity Number of Transferor Company 5 is L63030MH2006PLC160376. Permanent Account Number of Transferor Company 5 is AAACF9650N. E-mail id of Transferor Company 5 is : investorrelations@futuresupplychains.com.
30. The Registered Office of Transferor Company 5 is situated at Knowledge House, Shyam Nagar, Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There is no change in the registered office of Transferor Company 5 during last five years.
31. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 5 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
5,00,00,000 equity shares of Rs. 10 each	50,00,00,000
<b>Total</b>	<b>50,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
4,38,83,598 equity shares of Rs. 10 each, fully paid up	43,88,35,980
<b>Total</b>	<b>43,88,35,980</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 5 until the date of this Notice Statement.

The Transferor Company 5 has outstanding employee stock option schemes, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company 5.

32. The equity shares of the Transferor Company 5 are listed on BSE Limited and The National Stock Exchange of India Limited. The Non-convertible debentures of the Transferor Company 5 are listed on BSE Limited.



33. The objects of the Transferor Company 5 are set out in the Memorandum of Association. They are briefly as under:-
1. *To offer logistic solutions in supply chain management, providing services to support and optimize the logistic solution and integrate the same into business processes and systems globally by providing real-time information, systems integration, distribution network design, marketing channel, distribution optimization simulation and asset planning, warehousing and offer distribution & transportation services like – route planning, carrier selection & management, inbound & outbound management, track & trace, order management, and materials management, Reverse Logistics like asset recovery, repairing services, reprocessing, disposal management, Inbound Logistics like component assembly, sequencing, kitting, line side delivery and International Logistics like custom clearance, freight forwarding, tax and tariff management.*
  2. *To provide public/private warehousing and related services such as loading, cross docking, material handling, pick and pack operations, product labeling, packaging re packaging, inventory control, just-in-time inventory management, pallet exchange services, trucking, stretch and shrink wrapping, quality control, lot number control, import and export handling, containerization, and pool distribution.*
  3. *To carry on the business in India and abroad, of freight shippers, freight forwarder, consignment agent, C&F agent, bailee, freight receivers, transport contractors, fleet operator, public carrier, couriers, door to door cargo, fleet owners and operate tractors, tankers, trailers, refrigerated vans, containers on interstate roads for transportation of goods and materials.*
34. The Transferor Company 5 is engaged as an integrated and IT enabled end-to-end supply chain and logistics company with capabilities in handling modern warehousing, express logistics, cold chain logistics, etc.
35. There has been no change in the object clause of the Transferor Company 5 during the last five (5) years.

**FUTUREBAZAAR INDIA LIMITED OR THE TRANSFEROR COMPANY 6**

36. Futurebazaar India Limited (hereinafter referred to as “Transferor Company 6”) was incorporated in the name of “Futurebazar India Limited” under the Companies Act, 1956 on January 23, 2006. The Corporate Identity Number of Transferor Company 6 is U51900MH2006PLC159197. Permanent Account Number of Transferor Company 6 is AAACF9508K. E-mail id of Transferor Company 6 is: investorrelations@futuregroup.in.
37. The Registered Office of Transferor Company 6 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There has been no change in the registered office address of the Transferor Company 6 in the last five (5) years.
38. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 6 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
2,00,00,000 equity shares of Rs. 10 each	20,00,00,000
<b>Total</b>	<b>20,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
1,91,60,000 equity shares of Rs. 10 each, fully paid up	19,16,00,000
<b>Total</b>	<b>19,16,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 6 until the date of dispatch of this Notice & Statement.

The entire paid up share capital of the Transferor Company 6 is held by the Transferee Company. Accordingly, the Transferor Company 6 is a wholly owned subsidiary of the Transferee Company.

39. The equity shares of the Transferor Company 6 are not listed on any stock exchanges.
40. The objects of the Transferor Company 6 are set out in the Memorandum of Association. They are briefly as under:-
1. *To carry on the business of a e-trading company, and as merchants, importers, exporters, buyers, sellers, retailers and processors of and dealers and agents in all kinds of commodities, materials, articles and goods of all kinds and products of every description, either raw or manufactured or in the natural state or processed through electronic media, computer, internet web sites, electronic kiosks, intranet, television, video channels, telephone lines whether fixed or mobile and such other electronic or other media as may be possible for carrying out the above business activities. No money circulation scheme will be carried out.*
41. The Transferor Company 6 is engaged in the business of online retailing of consumer goods and products. The Transferor Company 6 is a wholly owned subsidiary of the Transferee Company.
42. There has been no change in the object clause of the Transferor Company 6 during the last five (5) years.

## ACUTE RETAIL INFRA PRIVATE LIMITED OR THE TRANSFEROR COMPANY 7

43. Acute Retail Infra Private Limited (hereinafter referred to as “Transferor Company 7”) was incorporated in the name of “Acute Realty Private Limited” under the Companies Act, 1956 on March 15, 2005. Subsequently, the name was changed to “Acute Retail Infra Private Limited” on December 11, 2018. The Corporate Identity Number of Transferor Company 7 is U70100MH2005PTC151972. Permanent Account Number of Transferor Company 7 is AAFCFA1070Q. E-mail id of Transferor Company 7 is: investorrelations@futuregroup.in.
44. The Registered Office of Transferor Company 7 is situated at Pantaloon Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There has been no change in the registered office address of the Transferor Company 7 in the last five (5) years.
45. The authorized, issued, subscribed and paid-up share capital of the Transferor Company September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
22,20,000 equity shares of Rs. 10 each	2,22,00,000
<b>Total</b>	<b>2,22,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,89,978 equity shares of Rs. 10 each, fully paid up	1,08,99,780
<b>Total</b>	<b>1,08,99,780</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 7 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 7 is held by the Transferor Company 6. Accordingly, the Transferor Company 7 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

46. The equity shares of the Transferor Company 7 are not listed on any stock exchanges.
47. The objects of the Transferor Company 7 are set out in the Memorandum of Association. They are briefly as under:-
- To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.*
  - To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*
  - To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
  - To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking, information technology parks and all other types and description of infrastructure related facilities, services or setup.*
  - To do the business in India and abroad as Traders, Distributors, Dealers, Wholesaler, Retailers, Exporter, Importer, Brokers, Stockiest & Commission agent, professional fees, Agency business. Selling & Marketing Business, of Agricultural, Commercial, Industrial products, Household, Domestic, Automobiles, Farms and Forest product, Food product, Leather & Leather Products. Rubber and rubber product. Petroleum and Petroleum Products, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Spare parts, Computer Hardware, Software, all type of Dyes & Chemicals, Minerals, Pharmaceutical, Wool, Silk Yarn, ivers, Garments, Textiles, Paper & all kind of Boards, Tea, Timber Products, Rubber, Plastics, Footwears, Marbles, Granites, Cement and Ceramic Tiles, Pesticides, Glass & Glassware. Tyres & Tubes, Cement, Fertilizers, Iron & Steel, Copper, Gold, Silver, Diamonds, Precious Stones and Jewellery, Currency Ferrous & Non Ferrous Metals, Electronic toys, Games, Batteries, Button Cells, Telephones & Sim-cards, Gas Lighters, Calculating Machines, `Electronic Organizers, Computer Floppy Diskettes, Audio Video tapes, Compact Discs, T.V. Software, Film and TV Serials, e-commerce, Tele Marketing and internet portals or any other merchandise and commodity. The Company shall undertake not to carry on any scheme/activity which is prohibited under the act,` The prize chits & money circulation scheme (banning) act, 1978.*

48. The Transferor Company 7 is engaged in the business of leasing tangible movable fixed assets including plant and machinery, machinery spares, tools, accessories, furniture and fixtures for operation of retail units.
49. The object clause as set out in the Memorandum of Association of Transferor Company 7 was altered vide Special Resolution passed at the Extra Ordinary General Meeting held on July 24, 2018.

**BASUTI SALES AND TRADING PRIVATE LIMITED OR THE TRANSFEROR COMPANY 8**

50. Basuti Sales and Trading Private Limited (hereinafter referred to as “Transferor Company 8”) was incorporated under the Companies Act, 1956 in the State of Maharashtra on March 23, 2016. The Corporate Identity Number of Transferor Company 8 is U51101MH2016PTC274827. Permanent Account Number of Transferor Company 8 is AAGCB6635D. E-mail id of Transferor Company 8 is: investorrelations@futuregroup.in.
51. The Registered Office of Transferor Company 8 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Haji Ali, Tardeo, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. The details of change in the registered office of Transferor Company 8 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	June 13, 2017	42, Ostwal Ornate, A1, Jesal Park, Bhayandar East, 401105.	Flat No. 17, Mehta Building, 2nd Floor, 26, Kirol Road, Cama Lane, Ghatkopar (West), Mumbai - 400086
2.	July 28, 2017	Flat No. 17, Mehta Building, 2nd Floor, 26, Kirol Road, Cama Lane, Ghatkopar (West), Mumbai - 400086	2nd Floor, Sobo Central Mall, 28 Pt. Madan Mohan Malviya Road, Haji Ali, Tardeo, Mumbai – 400 034
3.	August 5, 2021	2nd Floor, Sobo Central Mall, 28 Pt. Madan Mohan Malviya Road, Haji Ali, Tardeo, Mumbai – 400 034	Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (E), Mumbai-400060, Maharashtra, India

52. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 8 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
10,000 equity shares of Rs. 10 each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,000 equity shares of Rs. 10 each, fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 8 until the date of this Notice & Statement.

The entire equity share capital of the Transferor Company 8 is held by the Transferor Company 6. Accordingly, the Transferor Company 8 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

53. The equity shares of the Transferor Company 8 are not listed on any stock exchanges.
54. The objects of the Transferor Company 8 are set out in the Memorandum of Association. They are briefly as under:
1. *To do in India or abroad the business of Exporters, Importers, distributors, merchants, traders, stockists, and buy, sell, distribute or otherwise deal in goods, articles, materials, and things of every description and kind such as computers, its parts and peripherals, laboratory equipments, cosmetics and toiletries, all types of beverages, chemicals and mixtures, cigarettes, electronics and electrical goods, plastic products, fertilisers, foods Glasses, liquor, Iron & steel, machineries and equipments, building construction materials, Nylon synthetics, Packing Materials, Paper and pulp products, Photographic films and paper, PVC and resins, rubber goods, cement, engineering and scientific instruments, oil of all kinds, Motor cars and other vehicles and accessories, electricals, coal, timber, cotton wool, jute, yarn, seed, grains, rice, wheat, fruits, vegetables, tea, coffee, sugar, gum, tobacco, spices, silk, art silk, oil cakes, paints, varnishes, dyes, matches, cutlery, all types of household articles, and appliances, medicines, drugs, medical and pharmaceutical products and appliances, live stock, hider, skin, leather and goods made there from, hosiery, textiles of all kinds, products, ready made garments and substance of all types and varieties and their products. No Money circulatiry scheme shall be carried out by the company. Company shall undertake not to carry on any scheme/activity which is prohibited under the Act “The Prize chits and money circulation scheme (Banning) Act, 1978.*
55. The Transferor Company 8 is engaged in the business of providing wholesale trade services.
56. There has been no change in the object clause of the Transferor Company 8 during the last five (5) years.

**BRATTLE FOODS PRIVATE LIMITED OR THE TRANSFEROR COMPANY 9**

57. Brattle Foods Private Limited (hereinafter referred to as “Transferor Company 9”) was incorporated in the name of “Brattle Foods Private Limited” under the Companies Act, 1956 in Delhi on February 8, 2010. The Corporate Identity Number of Transferor Company 9 is U15490MH2010PTC281788. Permanent Account Number of Transferor Company 9 is AAECB0254A. E-mail id of Transferor Company 9 is: investorrelations@futuregroup.in.
58. The Registered Office of Transferor Company 9 is situated at 2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India. The details of change in the registered office of Transferor Company 9 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	April 16, 2019	243, Floor 3, City Centre, Jahangir Boman Behram Marg, Bellasis Road, Mumbai Central, Mumbai – 400008	Office no-135 Ground Floor, B wing, ORM, Aarey Road, Goregaon E Mumbai – 400065
2.	April 7, 2021	Office no-135 Ground Floor, B wing, ORM, Aarey Road, Goregaon E Mumbai – 400065	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra,

59. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 9 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
1,25,00,000 equity shares of Rs. 10 each	12,50,00,000
2,50,000 compulsory convertible preference shares of Rs. 20 each	50,00,000
<b>Total</b>	<b>13,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
92,24,172 equity shares of Rs. 10 each, fully paid up	9,22,41,720
13,700 compulsory convertible preference shares of Rs. 20 each, fully paid up	2,74,000
<b>Total</b>	<b>9,25,15,720</b>

Note: 4,347 partly paid-up equity shares of the Transferor Company 9 of Rs. 10/- each, Rs. 3.80/- paid up were forfeited.

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 9 until the date of this Notice & Statement.

The entire equity share capital of the Transferor Company 9 is held by the Transferor Company 6. Accordingly, the Transferor Company 9 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company. The entire preference share capital of Transferor Company 9 is held by Transferor Company 17.

60. The equity and preference shares of the Transferor Company 9 are not listed on any stock exchanges.
61. The objects of the Transferor Company 9 are set out in the Memorandum of Association. They are briefly as under:-
- To develop enabling infrastructure for businesses in the foods processing sector, especially for fruits and vegetables processing, meats processing and dairy processing industries including Special Economic Zones, water treatment facilities, effluent treatment facilities, power generation facilities, transport and warehousing facilities and communication facilities. To establish joint ventures and partnerships with various companies to achieve its objective of developing foods processing industrial clusters. To make direct investments in foods processing businesses*
  - To own and operate foods processing businesses of any type and anywhere in India and abroad.*
62. The Transferor Company 9 is engaged in the business of wholesale trading and personal and household goods; providing complete range of supply chain design and execution solutions for food marketing and food retail consumers including logistic ware housing services for all type of frozen foods; and catering to quick service restaurants, frozen foods processors, and modern retailers.
63. There has been no change in the object clause of the Transferor Company 9 during the last five (5) years.

**CHIRAG OPERATING LEASE CO. PRIVATE LIMITED OR TRANSFEROR COMPANY 10**

64. Chirag Operating Lease Co. Private Limited (hereinafter referred to as “Transferor Company 10”) was incorporated in the name of “Chirag Operating Lease Co. Private Limited” under the Companies Act, 1956 in Maharashtra on July 7, 2014. The Corporate Identity Number of Transferor Company 10 is U71200MH2014PTC255886. Permanent Account Number of Transferor Company 10 is AAFCC7004A. E-mail id of Transferor Company 10 is: investorrelations@futuregroup.in.
65. The Registered Office of Transferor Company 10 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari(East), Mumbai - 400060 India. The details of change in the registered office of Transferor Company 10 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	April 25, 2019	Table 6A, Communication Centre,3rd Floor, Orchid City Centre, 265, Belassis Road, Mumbai Central Mumbai - 400008	2nd Floor, SOBO Central Mall, 28 P.T. Madan Mohan Malviya Road, Haji Ali, Tardeo Mumbai - 400034
2.	August 5, 2021	2 <sup>nd</sup> Floor, SOBO Central Mall, 28 P.T. Madan Mohan Malviya Road, Haji Ali, Tardeo Mumbai 400034	Knowledge House, Shyam Nagar, Off.Jogeshwari Vikhroli Link Road,Jogeshwari(East) Mumbai - 400060

66. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 10 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
10,000 equity shares of Rs. 10 each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,000 equity shares of Rs. 10 each, fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 10 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 10 is held by the Transferor Company 6. Accordingly, the Transferor Company 10 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

67. The equity shares of the Transferor Company 10 are not listed on any stock exchanges.
68. The objects of the Transferor Company 10 are set out in the Memorandum of Association. They are briefly as under:-
- To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*
  - To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
  - To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking , information technology parks and all other types and description of infrastructure related facilities, services or setup.*
69. The Transferor Company 10 is engaged in the business of leasing and rental services of commercial and industrial machinery.
70. There has been no change in the object clause of the Transferor Company 10 during the last five (5) years.



## HARE KRISHNA OPERATING LEASE PRIVATE LIMITED OR THE TRANSFEROR COMPANY 11

71. Hare Krishna Operating Lease Private Limited (hereinafter referred to as “Transferor Company 11”) was incorporated in the name of “Hare Krishna Operating Lease Private Limited” under the Companies Act, 2013 on February 4, 2016. The Corporate Identity Number of Transferor Company 11 is U71290MH2016PTC272636. Permanent Account Number of Transferor Company 11 is AADCH7978L. E-mail id of Transferor Company 11 is: investorrelations@futuregroup.in.
72. The Registered Office of Transferor Company 11 is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari(East) Mumbai - 400060, India. The details of change in the registered office of Transferor Company 11 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	October 2, 2017	6th Floor, F Wing Unit 601, Lotus Corporate Park, 185/A Graham Firth Compound, Goregaon (East), Mumbai – 400 063	114 Dimple Arcade, Gr Floor, Asha Nagar, Kandivali (E), Off Western Express Highway, Mumbai - 400101
2.	June 17, 2019	114 Dimple Arcade, Gr Floor, Asha Nagar, Kandivali (E), Off Western Express Highway, Mumbai - 400101	3rd Floor, SOBO Central Mall, 28 P.T. Madan Mohan Malviya Road, Haji Ali Tardeo, Mumbai - 400034
3.	August 5, 2021	3rd Floor, SOBO Central Mall, 28 P.T. Madan Mohan Malviya Road, Haji Ali Tardeo, Mumbai - 400034	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Road, Jogeshwari(East) Mumbai Mumbai City MH 400060

73. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 11 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
10,000 equity shares of Rs. 10 each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,000 equity shares of Rs. 10 each, fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 11 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 11 is held by the Transferor Company 6. Accordingly, the Transferor Company 11 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

74. The equity shares of the Transferor Company 11 are not listed on any stock exchanges.
75. The objects of the Transferor Company 11 are set out in the Memorandum of Association. They are briefly as under :-
- To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*
  - To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
  - To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking, information technology parks and all other types and description of infrastructure related facilities, services or setup.*
76. The Transferor Company 11 is engaged in the business of leasing equipment, fixtures and furniture required for various retail units.
77. There has been no change in the object clause of the Transferor Company 11 during the last five (5) years.

**NICE TEXTCOT TRADING A& AGENCY PRIVATE LIMITED OR THE TRANSFEROR COMPANY 12**

78. Nice Texcot Trading & Agency Private Limited (hereinafter referred to as “Transferor Company 12”) was incorporated in the name of “Nice Texcot Trading & Agency Private Limited” under the Companies Act, 2013 in Maharashtra on April 7, 2017. The Corporate Identity Number of Transferor Company 12 is U51909MH2017PTC293564. Permanent Account Number of Transferor Company 12 is AAFCN5811N. E-mail id of Transferor Company 12 is: investorrelations@futuregroup.in.
79. The Registered Office of Transferor Company 12 is situated at 2nd Floor, Umang Tower, Mindspace, Off. Link Road, Malad (West) Mumbai - 400064, India. The details of change in the registered office of Transferor Company 12 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	July 2, 2018	D-501 Orchid D-Valley of Flowers, Thakur Kandivali East, Off W E Highway Mumbai	16, 6th Floor, A C Market BLDG, 731/2 Malviya Marg, Tardeo Mumbai, Maharashtra-MH
2	April 7, 2021	16, 6th Floor, A C Market BLDG, 731/2 Malviya Marg, Tardeo Mumbai, Maharashtra-MH	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India

80. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 12 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
70,000 equity shares of Rs. 10 each	7,00,000
<b>Total</b>	<b>7,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,000 equity shares of Rs. 10 each, fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 12 until the date this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 12 is held by the Transferor Company 6. Accordingly, the Transferor Company 12 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

81. The equity shares of the Transferor Company 12 are not listed on any stock exchanges.
82. The objects of the Transferor Company 12 are set out in the Memorandum of Association. They are briefly as under:-
- To carry on the business of NICE TEXTCOT TRADING & AGENCY PRIVATE LIMITED to organize trading of Fabrics, textile items, handloom items and various other similar category products in India and abroad.*
  - To carry on in India and abroad the business of marketing of the trading products like textile, handloom items and various products related to this for trading.*
  - To develop, own, manage and run store for selling of the products.*
  - To organize, aid, counsel, assist and promote all types of business Related to Textiles, agriculture products and Art & Craft Items in India and abroad.*
  - To do in India or abroad the business of Exporters, Importers, distributors, merchants, traders, stockiest, and buy, sell, distribute or otherwise deal in goods, articles, materials, and things of every description and kind such as computers, its parts and peripherals, laboratory equipment, cosmetics and toiletries, all types of beverages, chemicals and mixtures, cigarettes, electronics and electrical goods, plastic products, fertilizer, foods Glasses, liquor, Iron & steel, machineries and equipment, building construction materials, Nylon synthetics, Packing Materials, Paper and pulp products, Photographic films and paper, PVC and resins, rubber goods, cement, engineering and scientific instruments, oil of all kinds, Motor cars and other vehicles and accessories, electrical, coal, timber, cotton wool, jute, yarn, seed, grains, rice, wheat, fruits, vegetables, tea, coffee, sugar, gum, tobacco, spices, silk, art silk, oil cakes, paints, varnishes, dyes, matches, cutlery, all types of household articles, and appliances, medicines, drugs, medical and pharmaceutical products and appliances, live -stock, hider, skin, leather and goods made there from, hosiery, textiles of all kinds, products, ready-made garments and substance of all types and varieties and their products. No Money circulatory scheme shall be carried out by the company. Company shall undertake not to carry on any scheme/activity which is prohibited under the Act “The Prize chits and money circulation scheme (Banning) Act, 1978.*

6. *To offer logistic solutions in supply chain management, providing services to support and optimize the logistic solution and integrate the same into business processes and systems globally by providing real-time information, systems integration, distribution network design, marketing channel, distribution optimization simulation and asset planning, warehousing and offer distribution & transportation services like - route planning, carrier selection & management, inbound & outbound management, track & trace, order management, and materials management, Reverse Logistics like asset recovery, repairing services, reprocessing, disposal management, Inbound Logistics like component assembly, sequencing, kitting, line side delivery and International Logistics like custom clearance, freight forwarding, tax and tariff management.*
  7. *To provide public/private warehousing and related services such as loading, cross docking, material handling, pick and pack operations, product labeling, packaging re packaging, inventory control, just-in-time inventory management, pallet exchange services, trucking, stretch and shrink wrapping, quality control, lot number control, import and export handling, containerization, and pool distribution.*
  8. *To carry on the business in India and abroad, of freight shippers, freight forwarder, consignment agent, C&F agent, bailee, freight receivers, transport contractors, fleet operator, public carrier, couriers, door to door cargo, fleet owners and operate tractors, tankers, trailers, refrigerated vans, containers on interstate roads for transportation of goods and materials.*
83. The Transferor Company 12 is engaged in the business of leasing equipment, fixtures and furniture required for various retail units.
84. The Object Clause as set out in the Memorandum of Association of Transferor Company 12 has been amended vide Special Resolution passed at the Extra Ordinary General Meeting held on December 10, 2018.

**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED OR THE TRANSFEROR COMPANY 13**

85. Nishta Mall Management Company Private Limited (hereinafter referred to as “Transferor Company 13”) was incorporated in the name of “Nishta Mall Management Company Private Limited” under the Companies Act, 1956 in Maharashtra on August 16, 2004. The Corporate Identity Number of Transferor Company 13 is U70100MH2004PTC148033. Permanent Account Number of Transferor Company 13 is AAECMO705H. E-mail id of Transferor Company 13 is: investorrelations@futuregroup.in.
86. The Registered Office of Transferor Company 13 is situated at Knowledge House, Shyam Nagar, Off Jogeshwari -Vikhroli Link Road, Jogeshwari (E) Mumbai, Maharashtra - 400 060, India. There has been no change in the registered office address of the Transferor Company 13 in the last five (5) years.
87. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 13 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
4,55,10,000 equity shares of Rs. 10 each	45,51,00,000
<b>Total</b>	<b>45,51,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
4,17,919 equity shares of Rs. 10 each, fully paid up	41,79,190
<b>Total</b>	<b>41,79,190</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 13 until the date of dispatch of this notice & explanatory statement.

The entire paid up equity share capital of the Transferor Company 13 is held by the Transferor Company 6. Accordingly, the Transferor Company 13 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

88. The equity shares of the Transferor Company 13 are not listed on any stock exchanges.
89. The objects of the Transferor Company 13 are set out in the Memorandum of Association. They are briefly as under:-
1. *To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.*
  2. *To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*

*To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house*

agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking, information technology parks and all other types and description of infrastructure related facilities, services or setup

3. To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.
  4. To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers, importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.
  5. To promote or assist in promoting any company or companies or business or businesses in any part of the world and to subscribe shares or capital therein or other securities thereof and to take part in the management, supervision or control of such businesses or operations of such companies pursuant to any shareholder agreements, or any other agreements or otherwise and to exercise any rights available to the Company pursuant to such agreements or otherwise and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
  6. To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.
90. The Transferor Company 13 is engaged in the business of leasing equipment, fixtures and furniture required for various retail units.
91. The object clause as set out in the Memorandum of Association of Transferor Company 13 was altered vide Special Resolution passed at the Extra Ordinary General Meeting held on May 15, 2018.

**OJAS TRADELEASE AND MALL MANAGEMENT PRIVATE LIMITED OR THE TRANSFEROR COMPANY 14**

92. Ojas Tradelease and Mall Management Private Limited (hereinafter referred to as “Transferor Company 14”) was incorporated in the name of “Ojas Mall Management Private Limited” under the Companies Act, 1956 on May 19, 2006. Subsequently the name of the company was changed to “Ojas Tradelease and Mall Management Private Limited” on May 22, 2019. The Corporate Identity Number of Transferor Company 14 is U70102MH2006PTC161887. Permanent Account Number of Transferor Company 14 is AAAC08406H. E-mail id of Transferor Company 14 is: investorrelations@futuregroup.in.
93. The Registered Office of Transferor Company 14 is situated at Knowledge House, Shyam Nagar, Off Jogeshwari -Vikhroli Link Road, Jogeshwari (E) Mumbai, Maharashtra - 400 060, India. There has been no change in the registered office address of the Transferor Company 13 in the last five (5) years.
94. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 14 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
1,90,80,000 equity shares of Rs. 10 each	19,08,00,000
60,00,000 preference shares of Re. 1 each	60,00,000
<b>Total</b>	<b>19,68,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
85,41,204 equity shares of Rs. 10 each, fully paid up	8,54,12,040
<b>Total</b>	<b>8,54,12,040</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 14 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 14 is held by the Transferor Company 6. Accordingly, the Transferor Company 14 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

95. The equity shares of the Transferor Company 14 are not listed on any stock exchanges.
96. The objects of the Transferor Company 14 are set out in the Memorandum of Association. They are briefly as under:-
1. To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.
  2. To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information

technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.

3. To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers, importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.
  4. To promote or assist in promoting any company or companies or business or businesses in any part of the world and to subscribe shares or capital therein or other securities thereof and to take part in the management, supervision or control of such businesses or operations of such companies pursuant to any shareholder agreements, or any other agreements or otherwise and to exercise any rights available to the Company pursuant to such agreements or otherwise and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
  5. To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.
  6. To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.
  7. To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking , information technology parks and all other types and description of infrastructure related facilities, services or setup.
97. The Transferor Company 14 is engaged in the business of mall management and allied services.
98. The object clause as set out in the Memorandum of Association of Transferor Company 14 was altered vide Special Resolution passed at the Extra Ordinary General Meeting held on July 24, 2018.

#### **PRECISION REALTY DEVELOPERS PRIVATE LIMITED OR THE TRANSFEROR COMPANY 15**

99. Precision Realty Developers Private Limited (hereinafter referred to as "Transferor Company 15") was incorporated in the name of "Precision Realty Developers Private Limited" under the Companies Act, 1956 on January 11, 2007. The Corporate Identity Number of Transferor Company 15 is U70200MH2007PTC166932. Permanent Account Number of Transferor Company 15 is AAEC2840C. E-mail id of Transferor Company 15 is: investorrelations@futuregroup.in.
100. The Registered Office of Transferor Company 15 is situated at Knowledge House, Shyam Nagar, Off Jogeshwari -Vikhroli Link Road, Jogeshwari (E) Mumbai, Maharashtra - 400 060, India. There has been no change in the registered office address of the Transferor Company 15 in the last five (5) years.
101. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 15 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
3,50,10,000 equity shares of Rs. 10 each	35,01,00,000
<b>Total</b>	<b>35,01,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
3,33,59,930 equity shares of Rs. 10 each, fully paid up	33,35,99,300
<b>Total</b>	<b>33,35,99,300</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 15 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 15 is held by the Transferor Company 6. Accordingly, the Transferor Company 15 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

102. The equity shares of the Transferor Company 15 are not listed on any stock exchanges.
103. The objects of the Transferor Company 15 are set out in the Memorandum of Association. They are briefly as under:-
1. *To carry on in India or abroad either alone or jointly with one or more person(s), government, local or other bodies, the business in real estate to develop, construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act or provide services relating to civil engineer, RCC specialists, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of constructions and developmental works in all its branches such as roads, ways, culverts, dams, bridges, railways, tramways, water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage and sewage works, water distribution and filtration systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock drilling, aqueducts, stadiums, hydraulic units, sanitary work, power supply works, power stations, hotels hospitals, dharmashalas, multistories, multiplexes, colonies, malts, entertainment parks, amusement parks, sports plaza, spas, clubs, aquariums, resorts, golf courses, food courts, outlets, residential and commercial townships, complexes, industrial parks, commercial parks, housing projects, residential, service apartments, convention centres, and other similar works and for the purpose to acquire, handover, purchase, sell, own, lease, cut to size, develop, distribute or otherwise to deal in all sorts of lands, buildings and properties and to carry on all or any of the forgoing activities for building materials, goods, plants and machineries.*
    - 1.1. *To do the business in India and abroad as Traders, Distributors, Dealers, Wholesaler, Retailers, Exporter, Importer, Brokers, Stockiest & Commission agent, professional fees, Agency business. Selling & Marketing Business, of Agricultural, Commercial, Industrial products, Household, Domestic, Automobiles, Farms and Forest product, Food product, Leather & Leather Products. Rubber and rubber product. Petroleum and Petroleum Products, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Spare parts, Computer Hardware, Software, all type of Dyes & Chemicals, Minerals, Pharmaceutical, Wool, Silk Yarn, ivers, Garments, Textiles, Paper & all kind of Boards, Tea, Timber Products, Rubber, Plastics, Footwears, Marbles, Granites, Cement and Ceramic Tiles, Pesticides, Glass & Glassware. Tyres & Tubes, Cement, Fertilizers, Iron & Steel, Copper, Gold, Silver, Diamonds, Precious Stones and Jewellery, Currency, Ferrous & Non Ferrous Metals, Electronic toys, Games, Batteries, Button Cells, Telephones & Sim-cards, Gas Lighters, Calculating Machines, Electronic Organizers, Computer Floppy Diskettes, Audio Video tapes, Compact Discs, T.V. Software, Film and TV Serials, e-commerce, Tele Marketing and internet portals or any other merchandise and commodity. The Company shall undertake not to carry on any scheme/activity which is prohibited under the act," The prize chits & money circulation scheme (banning) act, 1978.*
    - 1.2. *To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
104. The Transferor Company 15 is engaged in the business of warehousing and realty development.
105. The object clause as set out in the Memorandum of Association of Transferor Company 15 was altered vide Special Resolution passed at the Extra Ordinary General Meeting held on April 30, 2018.

**RIVAAZ TRADE VENTURES PRIVATE LIMITED OR THE TRANSFEROR COMPANY 16**

106. Rivaaz Trade Ventures Private Limited (hereinafter referred to as "Transferor Company 16") was incorporated in the name of "Rivaaz Trade Ventures Private Limited" under the Companies Act, 1956 on June 18, 2012. The Corporate Identity Number of Transferor Company 16 is U74999MH2012PTC232339. Permanent Account Number of Transferor Company 16 is AAFCR9339H. E-mail id of Transferor Company 16 is: investorrelations@futuregroup.in.
107. The Registered Office of Transferor Company 16 is situated at 2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India. The details of change in the registered office of Transferor Company 16 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	April 19, 2019	Ground Floor, Orchid City Centre, 265, Bellasis Road, Mumbai Central MH 400008 IN	Office No.132, Ground Floor, B Wing, ORM, Nr. Aarey Milk Colony, Aarey Road, Goregaon East, Mumbai 400065
2.	April 7, 2021	Office No.132, Ground Floor, B Wing, ORM, Nr. Aarey Milk Colony, Aarey Road, Goregaon East, Mumbai 400065	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India



108. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 16 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
3,00,60,000 equity shares of Rs. 10 each	30,06,00,000
<b>Total</b>	<b>30,06,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
4,04,033 equity shares of Rs. 10 each, fully paid up	40,40,330
<b>Total</b>	<b>40,40,330</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 16 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 16 is held by the Transferor Company 6. Accordingly, the Transferor Company 16 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

109. The equity shares of the Transferor Company 16 are not listed on any stock exchanges.

110. The objects of the Transferor Company 16 are set out in the Memorandum of Association. They are briefly as under:-

1. *To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.*

*1(A) To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*

*1(B) To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*

*1(C) To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking, information technology parks and all other types and description of infrastructure related facilities, services or setup.*

*1(D) To act as contractors, sub-contractors, builders and property developers in foreign countries and in India for construction of buildings, hotels, cinema houses, auditoriums, club houses, roads, airports, dams and civil works as the Company may desire to undertake and maintaining of structured flats, houses, factories, ships, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns and other commercial educational purposes and convenience to purchase for development, redevelopment, investment or development, investment or for resale lands, house, houses, buildings, structures and other properties of any tenure and any interest therein and for developing property in general including reclamation of land from the sea, levelling, landscaping and subdividing and to develop or turn land property into account, including purchase or take on lease lands and/or buildings, vacating and demolishing the same, and erecting new buildings thereon including development of property under the SLUM rehabilitation scheme of the Government.*

*1(E) To carry on the business of general construction contractors and engineers and among other things to construct, execute, carry out, equip, improve work and undertake works of roadways, roads, bridges, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewages, drainage and other sanitary works and develop, superintend, manage and control public activity.*

*1(F) To do in India or abroad the business of Exporters, Importers, distributors, merchants traders, stockists, and buy, sell, distribute or otherwise deal in goods, articles, materials, and things of every description and kind such as computers, its parts and peripherals, laboratory equipments, cosmetics and toiletries, all types of beverages, chemicals and mixtures, cigarettes, electronics and electrical goods, plastic products, fertilisers, foods Glasses, liquor, Iron & steel, machineries and equipments, building construction materials,*



Nylon synthetics, Packing Materials, Paper and pulp products, Photographic films and paper, PVC and resins, rubber goods, cement, engineering and scientific instruments, oil of all kinds, Motor cars and other vehicles and accessories, electri electricals, coal, timber, cotton wool, jute, yarn, seed, grains, rice, wheat, fruits, vegetables, tea, coffee, sugar, gum, tobacco, spices, silk, art silk, oil cakes, paints, varnishes, dyes, matches, cutlery, all types of household articles, and appliances, medicines, drugs, medical and pharmaceutical products and appliances, live stock, hider, skin, leather and goods made there from, hosiery, textiles of all kinds, products, ready made garments and substance of all types and varieties and their products. No Money circulatiry scheme shall be carried out by the company. Company shall undertake not to do any scheme/activity which is prohibited under the Act "The Prize chits and money circulation scheme (Banning) Act, 1978.

2. To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers , importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.
3. To develop and manage malls specifically for various type of Retail Destination like shopping Malls, shopping Arcades, high street, super bazaar, multiplexes, hypermarkets and rendering various mall management services including but not limited to procurement of power for the malls, hiring/ contracting security staff, housing keeping facilities, providing all kind of communication facilities to the occupants of the mall.
4. To acquire, promote, develop, co- develop, construct, repair, improve, alter, decorate, furnish, build, sell, lease, licence, manage, commercially exploit and otherwise deal in real estate properties of all nature and description or any rights therein including but not limited to land, buildings, entertainment centres, shopping malls, sports & play grounds, amusement facilities, health clubs, resorts, commercial and residential complexes, offices, flats, services flats, houses, bungalows, chawls, factories, hotels, apartments, hospitals, nursing homes, warehouses, godowns, parking places, towers / spaces for hoarding & other purposes and other commercial, residential & civil projects of all kinds, uses and descriptions

111. The Transferor Company 16 is engaged in the business of leasing assets conducive to the business of operating retail stores.

112. The object clause as set out in the Memorandum of Association of Transferor Company 16 was altered vide Special Resolutions passed at the Extra Ordinary General Meetings held on August 22, 2017 and March 31, 2018.

#### **SYNTEX TRADING & AGENCY PRIVATE LIMITED OR THE TRANSFEROR COMPANY 17**

113. Syntex Trading & Agency Private Limited (hereinafter referred to as "Transferor Company 17" or 'the 17<sup>th</sup> Applicant Company') was incorporated in the name of "Syntex Trading & Agency Private Limited" under the Companies Act, 2013 on November 4, 2016. The Corporate Identity Number of Transferor Company 17 is U51909MH2016PTC287425. Permanent Account Number of Transferor Company 17 is AAXCS8354H. E-mail id of Transferor Company 17 is: investorrelations@futuregroup.in.

114. The Registered Office of Transferor Company 17 is situated at 2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India. The details of change in the registered office of Transferor Company 17 during last five years are as below:

Sl. No.	Date of Resolution	Address of the registered office prior to the change	Address of the registered office after the change
1.	April 19, 2019	D-501 Orchid D-Valley of Flowers, Thakur Village, Kandivali (E), Mumbai 400101	16, 6th Floor, AC Market Building, 731/2 Malviya Marg, Tardeo, Mumbai, Maharashtra – 400034
2	April 7, 2021	16, 6th Floor, AC Market Building, 731/2 Malviya Marg, Tardeo, Mumbai, Maharashtra - 400034	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad(West), Mumbai-400064, Maharashtra, India

115. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 17 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
1,17,90,000 equity shares of Rs. 10 each	11,79,00,000
65,75,000 preference of Rs. 100 each	65,75,00,000
<b>Total</b>	<b>77,54,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,000 equity shares of Rs. 10 each, fully paid up	1,00,000
65,74,537 preference shares of Rs. 100 each, fully paid up	65,74,53,700
<b>Total</b>	<b>65,75,53,700</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 17 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 17 is held by the Transferor Company 6. Accordingly, the Transferor Company 17 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company. The entire preference share capital of Transferor Company 17 is held by Transferor Company 14 and Transferor Company 16.

116. The equity and preference shares of the Transferor Company 17 are not listed on any stock exchanges.

117. The objects of the Transferor Company 17 are set out in the Memorandum of Association. They are briefly as under:-

1. *To carry on the business of trading & commission of textile & textile items, to organize trading of textile items, handloom items and various other similar category products in India and abroad.*
2. *To carry on in India and abroad the business of marketing of the trading products like textile, handloom items and various products related to this for trading.*
3. *To develop, own, manage and run store for selling of the products.*
4. *To organize, aid, counsel, assist and promote all types of business Related to Textiles, agriculture products and Art & Craft Items in India and abroad.*
5. *To do business in India or abroad of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment's and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*
6. *To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
7. *To do business of promoters, developers, co-developers, builders, creators, operators, owners, contractors, organizers of all and any kind of infrastructure facilities and services including but not limited to townships, roads, ports, bridges, airports, airways, railways, tramways, mass rapid transport systems, cargo handling equipments, water supply, rain water harvesting, sewage treatment, power generation, power transmission and distribution, industrial estates, green parks, port infrastructural environmental protection and pollution control facilities or setup, transport systems of all types and description, public utilities, municipal services, clearing house agency and creation of like infrastructure facilities and services viz. telecommunication, cell services, cable services and satellite communication, networking , information technology parks and all other types and description of infrastructure related facilities, services or setup*
8. *To carry on the business of advisors on the development, administration and organization of industry, business, projects, trade and provide support for an efficient system of financial planning and control; fair and effective management of human resources; information technology services; and coordination of communication practices and to advise upon the means and methods for extending, developing and improving businesses or industries and systems or processes relating to the production, purchase, storage, distribution, marketing and sale & purchase of goods and/or relating to the rendering and/or hiring of services and data processing techniques.*
9. *To carry on the business as traders, merchants, commission Agents, Selling agents, buyers, sellers , importers, exporters, dealers, wholesalers, retailers, distributors of and import, export, buy, sell, exchange, pledge, distribute, mortgage, advance upon or otherwise trade and deal in any type of merchandise.*
10. *To promote or assist in promoting any company or companies or business or businesses in any part of the world and to subscribe shares or capital therein or other securities thereof and to take part in the management, supervision or control of such businesses or operations of such companies pursuant to any shareholder agreements, or any other agreements or otherwise and to exercise any rights available to the Company pursuant to such agreements or otherwise and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise or for any other purpose which may seem directly or indirectly calculated to benefit the Company.*
11. *To carry on the business in India and abroad as Traders, Distributors, Dealers, Wholesaler, Retailers, Exporter, Importer, Brokers, Stockiest & Commission agent, professional fees, Agency business. Selling & Marketing Business, of Agricultural, Commercial, Industrial products, Household, Domestic, Automobiles, Farms and Forest product, Food product, Leather & Leather Products. Rubber and rubber product. Petroleum and Petroleum Products, Engineering product goods, Plant & Machinery, Equipment, Apparatus and other Gadgets, Appliances, Accessories, Spare parts, Computer Hardware, Software, all type of Dyes & Chemicals, Minerals, Pharmaceutical, Wool, Silk Yarn, ivers, Garments, Textiles, Paper & all kind of Boards, Tea, Timber Products, Rubber, Plastics, Footwears, Marbles, Granites, Cement and Ceramic Tiles, Pesticides, Glass & Glassware. Tyres & Tubes, Cement, Fertilizers, Iron & Steel, Copper, Gold, Silver, Diamonds, Precious Stones and Jewellery, Currency, Ferrous & Non Ferrous Metals, Electronic toys, Games, Batteries, Button Cells, Telephones & Sim-cards, Gas Lighters, Calculating Machines, Electronic Organizers, Computer Floppy Diskettes, Audio Video tapes, Compact Discs, T.V. Software, Film and TV Serials, e-commerce, Tele Marketing and internet portals or any other merchandise and commodity. The Company shall undertake not to carry on any scheme/activity which is prohibited under the act, The prize chits & money circulation scheme (banning) act, 1978.*

118. The Transferor Company 17 is engaged in the business of leasing assets conducive to the business of operating retail stores.
119. The object clause as set out in the Memorandum of Association of Transferor Company 17 was altered vide Special Resolutions passed at the Extra Ordinary General Meetings held on September 5, 2017 and March 31, 2018.

**TAQUITO LEASE OPERATORS PRIVATE LIMITED OR THE TRANSFEROR COMPANY 18**

120. Taquito Lease Operators Private Limited (hereinafter referred to as “Transferor Company 18”) was incorporated in the name of “Taquito Hospitality Private Limited” under the Companies Act, 1956 on May 30, 2012. Subsequently the name of the company was changed to “Taquito Lease Operators Private Limited” on March 21, 2014. The Corporate Identity Number of Transferor Company 18 is U70103MH2012PTC231662. Permanent Account Number of Transferor Company 18 is AAECT2696Q. E-mail id of Transferor Company 18 is: investorrelations@futuregroup.in.
121. The Registered Office of Transferor Company 18 is situated at 2nd Floor, Umang Tower, Mindspace, Off. Link Road, Malad (West) Mumbai, Maharashtra - 400 064, India. There has been no change in the registered office address of the Transferor Company 18 in the last five (5) years.
122. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 18 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
11,00,00,000 equity shares of Rs. 10 each	110,00,00,000
<b>Total</b>	<b>110,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
11,00,00,000 equity shares of Rs. 10 each, fully paid up	110,00,00,000
<b>Total</b>	<b>110,00,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 18 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 18 is held by the Transferor Company 6. Accordingly, the Transferor Company 18 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

123. The equity shares of the Transferor Company 18 are not listed on any stock exchanges. The Non-convertible debentures of the Transferor Company 18 are listed on BSE Limited.
124. The objects of the Transferor Company 18 are set out in the Memorandum of Association. They are briefly as under:-
1. *To carry on in India or abroad the business of acquiring and dealing in the residuary interest in all types and kinds of properties, equipment’s and assets, renting out or letting on hire of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions to various customers, providing, offering customized rental solutions and provide services on assets life cycle management, assets tracking managing assets infrastructure, installation, implementation, upgradation, maintenance and replacement of all kinds of equipment, properties, assets, appliances, apparatus and gadgets its related products or peripherals or any and all kinds and descriptions.*
    - 1A *To purchase, import, acquire, lease, license, rent, market, distribute, install, sell, export, buyback, repurchase or otherwise deal in all kinds of properties, assets, equipment, appliances, apparatus and gadgets its related products or peripherals of any and all kinds and descriptions.*
125. The Transferor Company 18 is engaged in the business of providing real estate solutions with own or leased property and leases assets conducive to the business of operating retail stores.
126. There has been no change in the object clause of the Transferor Company 18 during the last five (5) years.

**UNIQUE MALLS PRIVATE LIMITED OR THE TRANSFEROR COMPANY 19**

127. Unique Malls Private Limited (hereinafter referred to as “Transferor Company 19”) was incorporated in the name of “Unique Malls Private Limited” under the Companies Act, 1956 in Maharashtra on August 3, 2005. The Corporate Identity Number of Transferor Company 19 is U70100MH2005PTC155104. Permanent Account Number of Transferor Company 19 is AAACU7688M. E-mail id of Transferor Company 19 is: investorrelations@futuregroup.in.
128. The Registered Office of Transferor Company 19 is situated at Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari East, Maharashtra – 400 060, India. There has been no change in the registered office address of the Transferor Company 19 in the last five (5) years.

129. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 19 as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
10,50,000 equity shares of Rs. 10 each	1,05,00,000
5,00,000 optionally convertible non-cumulative redeemable preference shares of Rs. 10 each	50,00,000
<b>Total</b>	<b>1,55,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,32,746 equity shares of Rs. 10 each, fully paid up	1,03,27,460
<b>Total</b>	<b>1,03,27,460</b>

Note: 3,33,333 partly paid-up optionally convertible non-cumulative redeemable preference shares (paid up amount Rs. 5 per share) were forfeited by the Transferor Company 19.

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferor Company 19 until the date of this Notice & Statement.

The entire paid up equity share capital of the Transferor Company 19 is held by the Transferor Company 6. Accordingly, the Transferor Company 19 is a wholly owned subsidiary of the Transferor Company 6 which in turn is a wholly owned subsidiary of the Transferee Company.

130. The equity shares of the Transferor Company 19 are not listed on any stock exchanges.

131. The objects of the Transferor Company 19 are set out in the Memorandum of Association. They are briefly as under:-

1. *To acquire, develop, improve, build, sell, lease, manage, commercially exploit and otherwise deal in real estate, properties of all nature and description or any rights therein including land, buildings and other estate and realty including shopping malls, commercial and residential complexes.*

132. The Transferor Company 19 is engaged in the business of providing end-to-end enterprise wide solutions to enable its clients to achieve short term and long-term businesses and information technology objectives.

133. There has been no change in the object clause of the Transferor Company 19 during the last five (5) years.

#### **FUTURE ENTERPRISES LIMITED OR THE TRANSFEEE COMPANY**

134. Future Enterprises Limited (hereinafter referred to as “Transferee Company”) was incorporated in the name of “Manz Wear Private Limited” under the Companies Act, 1956 on October 12, 1987. Subsequently the name of the company was changed to “Manz Wear Limited” on September 20, 1991. Subsequently the name of the company was changed to “Pantaloons Fashions (India) Limited” on September 25, 1991. Subsequently, the name of the company was changed to “Pantaloons Retail (India) Limited” on July 7, 1999. Subsequently the name of the company was changed to “Future Retail Limited” on March 16, 2013. Subsequently the name of the company was changed to “Future Enterprises Limited” on May 4, 2016. The Corporate Identity Number of Transferee Company is L52399MH1987PLC044954. Permanent Account Number of Transferee Company is AAACP6317L. E-mail id of Transferee Company is: investorrelations@futuregroup.in.

135. The Registered Office of Transferee Company is situated at Knowledge House, Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India. There has been no change in the registered office address of the Transferee Company in the last five (5) years.

136. The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on September 24, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
60,00,00,000 equity shares of Rs. 2 each	120,00,00,000
5,00,00,000 equity shares of Class B (Series 1) of Rs. 2 each	10,00,00,000
<b>Total</b>	<b>130,00,00,000</b>
<b>Issued and subscribed share capital</b>	
45,50,26,279 equity shares of Rs. 2 each, fully paid up	91,00,52,558
3,93,83,172 equity shares of Class B (Series 1) of Rs. 2 each, fully paid up	7,87,66,344
<b>Total</b>	<b>98,88,18,902</b>
<b>Paid up share capital</b>	
45,49,30,401 equity shares of Rs. 2 each, fully paid up	90,98,60,802
3,93,74,679 equity shares of Class B (Series 1) of Rs. 2 each, fully paid up	7,87,49,358
<b>Total</b>	<b>98,86,10,160</b>

Pursuant to the provisions of the Companies Act, 1956 and the Act, the issue of the following equity shares are kept in abeyance:

- a) 11,400 equity shares of Rights Issue of 2006;
- b) 84,478 equity shares of Rights Issue of 2015; and
- c) 8,493 equity shares of Class B (Series 1) of Rights Issue of 2015.

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Transferee Company until the date of this Notice & Statement.

The Transferee Company has outstanding employee stock options, the exercise of which may result in an increase in the issued, subscribed and paid-up share capital of the Transferee Company.

137. The equity shares and Class B (Series 1) equity shares of the Transferee Company are listed on BSE Limited and The National Stock Exchange of India Limited. The Non-convertible debentures of the Transferee Company are listed on BSE Limited.

138. The objects of the Transferee Company are set out in the Memorandum of Association. They are briefly as under:-

1. *To carry on the business of manufacturing, buying, selling, exchanging, altering, importing, exporting, distributing or otherwise dealing in readymade garments an hosiery made of cotton, silk, rayon, wool, nylon, manmade fabrics, polyester, canvas, jute, leather, any other fabric coated with any chemical or not, or other preparation and other fabric.*
2. *To carry on the business of manufacturing, processing, dyeing, bleaching, buying, selling, exchanging, importing, exporting or otherwise dealing in yarns and textiles made of cotton, silk, rayon, wool, nylon, man-made fibres, polyester, canvas or any other substances.*
  - 2A. *To carry on trade or retail business in India through retail formats and including but not limited to hyper markets, super markets, mega stores/discount stores, cash & carry, departmental stores, shoppers plaza, direct to home, phone order and mail order, catalogue, through internet and other forms and multi level channels for all products and services, dealing in all kinds of goods, materials and items including but not limited to food & provisions, household goods, consumer durables, jewellery, home improvement products, footwears, luggages, books & stationery, health care and beauty products, toys and music, computers & accessories, telecom products, agri input products, furniture & furnishings, automobile & accessories, and acquiring and running food, service and entertainment centers including but not limited to multiplexes, cinemas, gaming centers, amusement parks, restaurants and food courts and acquiring of land or building on lease or freehold or any commercial or industrial or residential building for running and management of retail business and to acquire flats, offices and retail spaces for carrying on retail business and to sell them, lease or sublet them and to undertake and execute civil, mechanical, electrical and structural works contracts and sub contracts in all their respective branches to carry on retailing business.*
  - 2B. *To carry on the business of any or all of the infrastructure activities such as development, maintenance and operations of all types of infrastructural projects or facilities including Transportation, Storage & warehousing infrastructure & facilities, rendering all kinds of support services required by the retail outlets/industry of all formats like management and assisting in the maintenance of inventory control, purchase orders, product sourcing, invoicing, maintenance of day to day accounts and the like to all kinds of retail entities whether companies, firms, proprietorship concerns, individuals and others in whatever form and retailing all kind of products, act as agents, distributors and dealers of all kinds of products for the retail industry and especially relating to fashion and general garments, general merchandise, different types of services and such others type of products or services which can be undertaken by retail formats of any types, undertake designing, establishing and developing on a turn key basis retail outlets for all kinds of products including franchisee outlets of all types of products or any specialized products and the like for and on behalf of third parties and anywhere in India as the Company may deem fit, in such manner or methods for the purpose of carrying out the foregoing objects and to obtain from them the rights of all sorts for assistance, privileges, charters, licenses and concessions, as may be necessary or incidental to the business of the Company.*
  - 2C. *To establish, maintain, conduct, provide, procure or make available products and/or services of every kind and nature whether in India or globally including commercial, statistical, financial, accountancy, traveling, medical, legal, management, educational, engineering, interior designing, home decorating, consumer and other data management or processing, communication, entertainment, event management, shopping, loyalty programme, promotional and marketing activities, food and restaurant, managed services, customer care centres, customer relationship management internet based services, interface service applications including all types of end-to-end integrated solutions involving information system, designing, marketing and communication platform(s) and other technological or social services on its own or through any other contractor, entities, vendor, suppliers or service providers on contractual, license, hire or any other basis and if in this connection, if required do purchase, take on lease or otherwise invest in or acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business to conduct or carry on such business.*
  - 2D. *To carry on the business of issue, servicing and dealing in all kinds of payment products, providing payment facilities or any other payment service, collect deposits, facilitate payments through physical and digital format, act as business correspondent for other Banks, bodies corporate or organisation, to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to undertake the designing and development of payment systems or other services and/or applications software for the implementation of above mentioned activities, subject to such regulatory approvals as may be required.*

2E To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its member.

139. The Transferee Company is engaged in the business of manufacturing and trading.

140. The Clauses 2C, 2D and 2E in the object clause as set out in the Memorandum of Association of the Transferee Company were altered vide Special Resolution passed through Postal Ballot on December 29, 2018.

**RELiance RETAIL VENTURES LIMITED OR RRVL**

141. Reliance Retail Ventures Limited (“RRVL”) was incorporated under the Companies Act, 1956 on December 13, 2006 as a Private limited company under the name, ‘Reliance Commercial Associates Private Limited’. RRVL was converted from private limited to Public Limited on June 25, 2007 and consequently its name was changed to “Reliance Commercial Associates Limited”. The name was changed to ‘Reliance Retail Ventures Limited’ on August 27, 2013. The Corporate Identity Number of RRVL is U51909MH2006PLC166166 and the Permanent Account Number is AADCR6715M. Email address of RRVL is Sridhar.Kothandaraman@ril.com.

142. The Registered Office of RRVL is situated at 4th Floor, Court House Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002, Maharashtra, India. There has been no change in the registered office address of the Transferee Company in the last five (5) years.

143. The authorized, issued, subscribed and paid-up share capital of RRVL as on August 31, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
2000,00,00,000 equity shares of Rs. 10 each	20000,00,00,000
500,00,00,000 preference shares of Rs. 10 each	5000,00,00,000
<b>Total</b>	<b>25000,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
686,35,39,754 equity shares of Rs. 10 each, fully paid up	6863,53,97,540
<b>Total</b>	<b>6863,53,97,540</b>

Subsequent to the aforesaid date there has been no change in the authorized, issued, subscribed and paid up share capital of RRVL until the date of this Notice & Statement.

144. The equity shares of the RRVL are not listed on any stock exchanges.

145. The objects of RRVL are set out in the Memorandum of Association. They are briefly as under:-

1. To carry on the trading business as merchants, traders, carriers, commission agents, sub-contractors, factors, buying agents, selling agents, brokers, buyers, sellers, importers, exporters, franchisees, sales organizers, distributors, stockists, del-credre agents, C & F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers, dealers and to import, export, buy, sell or otherwise trade and deal in commodities, goods, articles, produce and merchandise of any kind including purchase, crops, minerals, raw-materials, semi and manufactured products, goods, plant, machinery of all kinds, tools, equipments, apparatus, gadgets, advertising and campaign materials, photography and filming materials, precious and semi-precious stones, metals, Gems, diamonds and jewellery of all kinds, perfumery, fabrics, Fashion, apparels, Garments, Textiles, finished / grey fabrics knitted, Hosiery, linens, furnishing fabrics, fabrics of all kinds, ready made garments and clothing, lingerie, leather, rubber and plastic products, footwear, Music, Books, Watches, Gifts, Toys, Stationery, glass wares, enamel wares, earthenwares, porcelain wares, plastics, rubber, handicrafts, antiques, accessories, home décor items, furniture, personal care products, apparel goods, beverages, canned provisions, cotton, jute, yarn, wool silk, handloom, cottage industries ware, cotton waste, tea, minerals and ores, ferrous and nonferrous metals, pipes fittings, pumps, valve plates, structures and such other engineering goods, coffee, tobacco, groceries, spices, and condiments, fruits & vegetables, cookeries, bakery, confectionery, dairy and dairy products, meat and poultry products, sea foods, flowers, cosmetic, pharmaceuticals, shoes and leather ware, timber, automobiles, diesel engines, pumps, agricultural implement, electrical motors, transformers, switchgears and accessories, building hardware, furniture, electricals appliances and type of computer equipment, computer hardware, computer parts, softwares, components, communication products and accessories of all kinds, communication equipments, information technology products, steel products, accounting machines, photo-copy machines, teleprinter, studio equipments, paper and paper products, machinery and machine tools dyes, chemicals and petro-chemicals, paints, varnishes, colors, glassware, pottery, tableware, cement and building materials, scientific instruments, bicycle, spare parts, synthetic products, handicrafts, rubber, tyres, cords, paper and paper products, utensils.

1A To setup, construct, develop, acquire, provide, manage, carry on the business of storage, warehousing, inventory control and management, information technology and communication support, network design, packaging, labelling, transportation and handling of all kinds of goods and to provide all kinds of logistic services and solutions, supply chain management including through technology platforms, applications in relation to transportation of persons and goods of all kind and description and to



*render or undertake services of all kinds and description including but not limited to software applications, payment solutions, technology solutions, data management and analytics, customer loyalty programmes, web-enabled solutions, automations, promotional support, advertising, auctioneers, convention services, financial services, restaurants, food courts, catering, sports, amusement facilities, recreation, event management, entertainment, fashion designing, health and wellness, market research and business auxiliary services.*

146. RRVL inter alia carries on business of supply chain and logistics management for retail.
147. Clause 1A in the object clause as set out in the Memorandum of Association of RRVL was inserted vide Special Resolution passed at the Extra Ordinary General Meeting held on August 31, 2020.

**RELiance RETAIL AND FASHION LIFESTYLE LIMITED OR RRVL WOS**

148. Reliance Retail and Fashion Lifestyle Limited (“RRVL WOS”) was incorporated under the Act on August 11, 2020 as a public company. The Corporate Identity Number of RRVL WOS is U52609MH2020PLC343627 and the Permanent Account Number is AAKCR3426Q. Email address of RRVL WOS is Sridhar.Kothandaraman@ril.com.
149. The Registered Office of RRVL WOS is situated at 4<sup>th</sup> Floor, Court House Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400002, Maharashtra, India.
150. The authorized, issued, subscribed and paid-up share capital of RRVL WOS as on August 31, 2021 is as under:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
10,00,000 equity shares of Rs. 10 each	1,00,00,000
<b>Total</b>	<b>1,00,00,000</b>
<b>Issued, subscribed and paid up share capital</b>	
10,00,000 equity shares of Rs. 10 each, fully paid up	1,00,00,000
<b>Total</b>	<b>1,00,00,000</b>

Subsequent to the aforesaid date, there has been no change in the authorised, issued, subscribed and paid-up share capital of RRVL WOS until the date of this Notice & Statement.

151. The equity shares of the RRVL WOS are not listed on any stock exchanges.
152. The objects of RRVL WOS are set out in the Memorandum of Association. They are briefly as under:-
1. *To initiate, acquire, set up, construct, establish, maintain, run, operate and manage business centres, hyper markets, departmental stores, super markets, shopping malls, discount stores, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, electronic commerce, mobile commerce, technology platforms, direct to home, mail order, online retail in various forms, warehouses, distribution centers, collection centers, farms, estates, plantations agricultural input and extension centers, marketing terminals, mandis, pumps, terminals, depots, showrooms and offices, any or all of them within or outside India and for the purpose to give or take on lease, contract, hire, own immovable properties and to deal in, trade, import, export, market, distribute, process, pack, re-pack, brand, label, move, preserve, cold storage, maker, produce, fabricate, repair, wholesale, retail, exchange, stock, supply, indent or otherwise and to carry on the business of making, traders, dealers, agents, factors, importers, exporters, merchants, franchisees, selling agents, commission agents, sales organizers, distributors, stockists, del-credre agents, C & F agents, wholesalers, retailers, developers, processors, brand and trademark owners and holders, label owners and holders, logo owners and holders, franchise holders, designers, repairers, maintainers, consultants, service providers, of all commercial, industrial, scientific, household, consumer, domestic, educational, pharmaceutical, forest, agricultural, non-agricultural produce, food products, raw as well as processed, and all other products, commodities, merchandise, materials, hardware, software, components, equipment, goods of every kind, description, make and sorts and to undertake all agricultural and allied activities including raising of crops and plantations, dairy, poultry, animal husbandry, agro based products, fishery, processing and to set up, acquire, merge, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose.*
  2. *To render or undertake services of all kinds and description including software applications, payment solutions, technology solutions, data management and analytics, customer loyalty schemes, web-enabled solutions, automations, promotional support, advertising, auctioneers, financial services, convention services, event management, entertainment services, fashion designing, health and wellness, restaurants, food courts, sports, amusement facilities, recreation, catering, market research, repairing, after sales services, business auxiliary services and to carry on the business of storage, warehousing, inventory control and management, packaging, labelling, transportation and handling of all kinds of goods and to provide all kinds of logistic services and solutions in supply chain management.*
153. RRVL WOS is incorporated to carry on the business of acquiring, setting-up, constructing, establishing, running, operating and managing stores, markets, malls, shopping outlets, cash and carry operations, or any format and carrying on business as agent, franchisee, distributor and dealer of all kinds of products for the consumer market and of operating, establishing, providing and managing online retail in various forms including e-commerce and m-commerce websites, direct to home and mail order services for all categories of products and services and dealing in all kinds of goods, materials and items in India or in any other part of the world.

154. There has been no change in the objects clause of the Memorandum of Association of RRVL WOS since the date of its incorporation i.e. August 11, 2020.

## **8. BACKGROUND OF THE SCHEME**

This Scheme provides for the following:

- i. amalgamation of the Transferor Companies with the Transferee Company;
- ii. transfer and vesting of the Logistics & Warehousing Undertaking from FEL to RRVL on a Slump Sale basis;
- iii. transfer and vesting of the Retail & Wholesale Undertaking from FEL to RRVL WOS on a Slump Sale basis; and
- iv. Preferential Allotment by FEL of Preferential Equity Shares and Preferential Warrants to RRVL WOS.

This Scheme is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Sections 2(1B), 2(42C) and other applicable provisions of the Income Tax Act, 1961. The Scheme also provides for various other matters consequent and incidental thereto.

## **9. RATIONALE OF THE SCHEME**

1. The Reliance group, in order to expand its retail and wholesale footprint, is desirous of acquiring the logistics & warehousing and retail & wholesale businesses and related assets housed in various Transferor Companies as a going concern on Slump Sale basis in the manner provided in this Scheme.
2. To facilitate the above acquisition by Reliance group, the Future group, as a first step, is desirous of consolidating the logistics & warehousing and retail & wholesale businesses and related assets housed in various Transferor Companies in the Transferee Company.
3. The Reliance group proposes to acquire a minority interest in the Remaining Business (as defined in the Scheme) which will be carried on by the Transferee Company post the Scheme and accordingly, is desirous of subscribing to Preferential Equity Shares and Preferential Warrants to be issued by the Transferee Company.

The Scheme is in the best interests of the shareholders, employees and the creditors of each of the Parties (as defined in the Scheme).

## **10. SALIENT FEATURES OF THE SCHEME**

10.1. Salient features of the scheme are set out as below:

- (i). The Scheme is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as may be applicable, for
  - (a) amalgamation of the Transferor Companies with the Transferee Company;
  - (b) transfer and vesting of the Logistics & Warehousing Undertaking from FEL to RRVL on a Slump Sale basis;
  - (c) transfer and vesting of the Retail & Wholesale Undertaking from FEL to RRVL WOS on a Slump Sale basis; and
  - (d) Preferential Allotment by FEL of Preferential Equity Shares and Preferential Warrants to RRVL WOS.
- (ii). 'Appointed Date' means Effective Date.
- (iii). 'Effective Date' means the earlier of (i) the opening business hours of the first day of the calendar month immediately succeeding the calendar month in which last of the conditions specified in Clause 33 (Conditions Precedent) of the Scheme are complied with to the satisfaction of RRVL and RRVL WOS or otherwise duly waived by RRVL and RRVL WOS in terms of Clause 33 (Conditions Precedent); and (ii) the day falling on the 10th Business Day after the date on which last of the conditions specified in Clause 33 (Conditions Precedent) of the Scheme are complied with to the satisfaction of RRVL and RRVL WOS or otherwise duly waived by RRVL and RRVL WOS in terms of Clause 33 (Conditions Precedent);
- (iv). Upon the Scheme coming into effect and in consideration of the transfer and vesting of Transferor Companies in the Transferee Company pursuant to Part III of the Scheme and subject to the provisions of the Scheme, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Companies, whose name is recorded in the register of members as member of the relevant Transferor Companies as on the Record Date, as under:
  - 9 (Nine) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 1 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 6/- each of Transferor Company 1 held by such shareholder.
  - 116 (One Hundred and Sixteen) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 2 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 2/- each of Transferor Company 2 held by such shareholder.
  - 18 (Eighteen) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 3 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 10/- each of Transferor Company 3 held by such shareholder.

- 101 (One Hundred and One) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 4 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 2/- each of Transferor Company 4 held by such shareholder.
- 131 (One Hundred and Thirty One) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 5 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 10/- each of Transferor Company 5 held by such shareholder.

The fractional shares arising out of the above entitlements would be consolidated and dealt with as provided in the Scheme and proceeds would be distributed to all such shareholders who were originally entitled to such fractional shares.

No shares would be issued upon merger of Transferor Company 6 to Transferor Company 19, with the Transferee Company pursuant to the Scheme, since the Transferor Company 6 to Transferor Company 19 are wholly owned subsidiary of the Transferee Company.

Further, no shares shall be issued by the Transferee Company in respect of the shares held by: (i) Transferor Companies and the Transferee Company inter-se; and (ii) subsidiaries of the Transferee Company and subsidiaries of the Transferor Companies in the Transferor Companies, and all such shares shall stand cancelled.

- (v). The equity shares to be issued and allotted pursuant to the Scheme shall, in compliance with the requirement of applicable regulations, be listed and admitted to trading on the Stock Exchanges where the existing equity shares of the Transferee Company are listed. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with applicable laws or regulations for complying with the formalities of the Stock Exchanges. On such formalities being fulfilled, the Stock Exchanges shall list and admit the equity shares for the purpose of trading.
- (vi). The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities for the issue and allotment by the Transferee Company of equity shares to the equity shareholders of the Transferor Companies under the Scheme and listing thereof.
- (vii). Upon the Scheme becoming effective, the Transferor Companies shall stand dissolved without winding up.
- (viii). With effect from the Appointed Date and upon effectiveness of Part III (transfer and vesting of Transferor Companies in the Transferee Company) of the Scheme and subject to the provisions of this Scheme, the Logistics & Warehousing Undertaking of the Transferee Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in RRVL, as a going concern on a Slump Sale basis from FEL, so as to become as and from the Appointed Date, the undertaking of RRVL for a consideration of Rs. 25.22 crore (Rupees twenty five crore and twenty two lakhs), as mentioned in the Schedule V to the Scheme. The Final Consideration for Logistics & Warehousing Undertaking for transfer of the Logistics & Warehousing Undertaking from FEL to RRVL would be determined in the manner provided in Clause 16 of the Scheme. The details of Transferred Logistics & Warehousing Liabilities (as defined in the Scheme) are set out in Schedule I to the Scheme.

Subject to the provisions of Clause 16.2 of the Scheme, the Final Consideration for Logistics & Warehousing Undertaking would be discharged by RRVL by cash/ cheque/ any other form of electronic payment mechanism, within a period of 15 (fifteen) Business Days from the Effective Date.

- (ix). With effect from the Appointed Date and upon effectiveness of Part III (transfer and vesting of Transferor Companies in the Transferee Company) of the Scheme and subject to the provisions of this Scheme, the Retail & Wholesale Undertaking of the Transferee Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in RRVL WOS, as a going concern on a Slump Sale basis from FEL, so as to become as and from the Appointed Date, the undertaking of RRVL WOS for a consideration of Rs. 5,628.33 crore (Rupees Five thousand six hundred twenty eight crore and thirty three lakhs), as mentioned in the Schedule VII to the Scheme. The Final Consideration for Retail & Wholesale Undertaking for transfer of the Retail & Wholesale Undertaking from FEL to RRVL WOS would be determined in the manner provided in Clause 22 of the Scheme. The details of Transferred Retail & Wholesale Liabilities (as defined in the Scheme) are set out in Schedule IV to the Scheme.

Subject to the provisions of Clause 22.2 of the Scheme, the Final Consideration for Retail & Wholesale Undertaking would be discharged by RRVL WOS by cash/ cheque/ any other form of electronic payment mechanism, within a period of 15 (fifteen) Business Days from the Effective Date.

- (x). Upon effectiveness of Part III, Part IV and Part V of the Scheme and after the allotment of the equity shares to the shareholders of the Transferor Companies pursuant to Part III of the Scheme, the Transferee Company shall, as an integral part of the Scheme, issue and allot its equity shares and warrants to RRVL WOS on a preferential basis in terms of the Scheme and in accordance with applicable laws.
- (xi). Unless otherwise decided (or waived) by RRVL and RRVL WOS, the Scheme is conditional upon and subject to the following conditions precedent being met to the sole satisfaction of RRVL and RRVL WOS:

- (a) CCI (or any appellate authority in India which has appropriate jurisdiction) having granted approval (or being deemed, under applicable law, to have granted approval) for the transactions set out in this Scheme, such approval to be in form and substance acceptable to RRVL and RRVL WOS; and any conditions contained in such approval (or deemed approval) that are required to be satisfied at any time prior to the Effective Date having been so satisfied;
- (b) the Transferor Companies, whose equity shares are listed on stock exchanges, and the Transferee Company having obtained no-objection/ observation letter from the Stock Exchanges in relation to the Scheme under Regulation 37 of the SEBI LODR;
- (c) approval of Part III of the Scheme by the requisite majority of each class of shareholders and such other classes of creditors of each of the Transferor Companies and the Transferee Company, if any, or as may be required under the Act and as may be directed by the Tribunal;
- (d) approval of Part IV of the Scheme by the requisite majority of each class of shareholders and each class of creditors of each of FEL and RRVL, as may be required under the Companies Act, 2013 and as may be directed by the Tribunal;
- (e) approval of Part V and Part VI of the Scheme by the requisite majority of each class of shareholders and each class of creditors of each of FEL and RRVL WOS, as applicable or as may be required under the Companies Act, 2013 and as may be directed by the Tribunal;
- (f) the Parties, as the case may be, complying with other provisions of the SEBI Circular, including seeking approval of the shareholders of the Transferor Companies (whose equity shares are listed on stock exchanges) and the Transferee Company through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast against the proposal by the public shareholders, of each of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5 and the Transferee Company, as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- (g) the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act for approving the Scheme, being obtained by the Parties, and the certified copies of the order of the Tribunal being filed by the Parties with the RoC;
- (h) receipt of Third Party Consents;
- (i) each of the Transferor Companies and FEL shall provide 'no objection certificate' under Section 281 of the Income-tax Act, 1961 to RRVL and RRVL WOS;
- (j) the requisite consent, approval or permission of appropriate authority / person which by applicable law or contract, agreement may be necessary for the implementation of this Scheme; and
- (k) any other matters expressly communicated as conditions precedent to the effectiveness of the Scheme by RRVL and /or RRVL WOS to the other Parties in writing.

**Note: The above are the salient features of the Scheme. The Unsecured Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

## **11. RELATIONSHIP BETWEEN THE COMPANIES INVOLVED IN THE SCHEME**

1. The Transferor Companies and the Transferee Company belong to the Future group.
2. RRVL and RRVL WOS belong to the Reliance group.

## **12. CAPITAL STRUCTURE PRE AND POST SCHEME**

- 12.1. The pre-scheme capital structure of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS is mentioned in paragraph 8 above.
- 12.2. The Transferor Companies shall stand dissolved without winding up and shall cease to exist upon the Scheme becoming effective.

12.3. The post-scheme capital structure of the Transferee Company (considering the pre-scheme capital as on September 24, 2021) is as follows:

Particulars	Amount in Rs.
<b>Authorised share capital</b>	
4112,51,00,000 equity shares of Rs. 2 each	8225,02,00,000
5,00,00,000 equity shares of Class B (Series 1) of Rs. 2 each	10,00,00,000
<b>Total</b>	<b>8235,02,00,000</b>
<b>Issued and subscribed share capital</b>	
12,20,07,42,380 equity shares of Rs. 2 each, fully paid up	24,401,484,760
3,93,83,172 equity shares of Class B (Series 1) of Rs. 2 each, fully paid up	7,87,66,344
<b>Total</b>	<b>24,480,251,104</b>
<b>Paid up share capital</b>	
12,19,95,91,329 equity shares of Rs. 2 each, fully paid up	24,399,182,658
3,93,74,679 equity shares of Class B (Series 1) of Rs. 2 each, fully paid up	7,87,49,358
<b>Total</b>	<b>24,477,932,016</b>

**Notes:**

- The Scheme of Arrangement between Athena Lifesciences Private Limited with Future Consumer Limited and their respective shareholders and creditors has become effective on October 6, 2021. Pursuant to the said Scheme, 99,93,764 equity shares of Future Consumer Limited shall be allotted to the shareholders of Athena Lifesciences Private Limited. Such shareholders shall be eligible to receive 89,94,388 equity shares in the Transferee Company pursuant to the Composite Scheme as per the consideration provided therein.
- The following shares have been kept in abeyance in the Transferee Company:
  - 11,400 equity shares of Rights Issue of 2006;
  - 84,478 equity shares of Rights Issue of 2015; and
  - 8,493 equity shares of Class B (Series 1) of Rights Issue of 2015
- 570 equity shares of the Transferor Company 3 are kept in abeyance and the said shares will be allotted subsequent to completion of legal formalities to allot the original shares in Future Enterprises Limited (the demerged entity in the scheme of arrangement approved by the Hon'ble High Court of Bombay vide its order dated August 24, 2010 which are currently held in abeyance).
- The Transferee Company shall keep 1,026 equity shares to be issued against shares kept in abeyance in Transferor Company 3.
- 1,04,371 equity shares have been kept in abeyance for issuance against the original shares in Transferee Company pursuant to the composite scheme of arrangement, which were also kept in abeyance. These shares will be allotted subsequent to completion of legal formalities to allot the original shares in the Transferee Company.
- The Transferee Company shall keep 10,54,147 equity shares to be issued against shares kept in abeyance in Transferor Company 4.

12.4. There will be no change in the post-scheme capital structure of RRVL and RRVL WOS pursuant to the Scheme.

**13. PRE AND POST SCHEME SHAREHOLDING PATTERN**

- The pre-scheme shareholding pattern of the Transferor Companies as on September 24, 2021 is annexed as **“Exhibit VIII”**.
- The pre-scheme and post-scheme shareholding pattern of the Transferee Company, RRVL and RRVL WOS is annexed as **“Exhibit VIII”**.
- The Transferor Companies shall stand dissolved without winding up and shall cease to exist upon the Scheme becoming effective.

**14 INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

- None of the Directors, KMPs of the companies involved in the Scheme and their respective relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding, if any, in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.
- The details of the Promoters, Directors and KMPs of the respective companies involved in the Scheme and their respective shareholdings, if any, in the Transferor Companies and the Transferee Company and in RRVL and RRVL WOS is annexed as **“Exhibit-IX”**.

## 15. EFFECT OF SCHEME ON STAKEHOLDERS

15.1. The effect of the Scheme on various stakeholders is summarised below:

### Equity shareholders (promoter and non-promoter shareholders) and key managerial personnel

The effect of the Scheme on the Equity Shareholders (promoter and non-promoter shareholders) and key managerial personnel of the Transferor Companies and on the equity shareholders and Class B (Series 1) holders of the Transferee Company, is given in the report(s) adopted by their respective Board of Directors, pursuant to the provisions of Section 232(2)(c) of the Act which are attached as **Exhibit VI** to the Statement.

The effect of the Scheme on the Equity Shareholders (promoter and non-promoter shareholders) and Key Managerial Personnel of RRVL and RRVL WOS, is given in the report adopted by the Board of Directors of RRVL and RRVL WOS at their respective meetings held on 29th August 2020, pursuant to the provisions of Section 232(2)(c) of the Act which are attached as Exhibit VI to this Statement.

### Directors

The existing Directors of the respective Transferor Companies shall cease to be the Directors of such Transferor Companies upon the Scheme becoming effective. The existing Directors of the Transferee Company shall continue to be the Directors of the Transferee Company upon the Scheme becoming effective.

It is clarified that the composition of the Board of Directors of the Transferor Companies and the Transferee Company may change by appointments, retirements or resignations in accordance with the provisions of the Act but the Scheme itself does not affect the office of Directors of the respective Transferor Companies and the Transferee Company.

The effect of the Scheme on Directors of the respective Transferor Companies and the Transferee Company in their capacity as shareholders of any companies being party to the Scheme, is the same as in case of other shareholders of such companies.

The Scheme will have no effect on the office of existing Directors of RRVL and RRVL WOS. The Directors of RRVL and RRVL WOS will continue to be Directors of RRVL and RRVL WOS respectively after the Scheme comes into effect. It is clarified that the composition of the Board of Directors of RRVL and RRVL WOS may change by appointments, retirements or resignations in accordance with the provisions of the Act but the Scheme itself does not affect the office of Directors of RRVL and RRVL WOS.

The effect of the Scheme on respective Directors of RRVL and RRVL WOS in their capacity as shareholders of RRVL or RRVL WOS or any other companies being party to the Scheme, is the same as in case of other shareholders of such companies.

### Employees

Upon Part III of the Scheme becoming effective, the existing employees of the respective Transferor Companies shall become the employees of the Transferee Company. Further, upon Part IV and Part V of the Scheme becoming effective, identified employees of the Transferee Company, who are engaged in the conduct of the Logistics & Warehousing Undertaking or the Retail & Wholesale Undertaking shall become the employees of RRVL or RRVL WOS, respectively. The employees who will be engaged in the conduct of the Remaining Business of FEL, will continue to be employees of the Transferee Company, without any change in terms of their employment.

The Scheme will have no effect on the existing employees of RRVL and RRVL WOS.

### Creditors (other than Debenture holders)

Upon Part III of the Scheme becoming effective, the creditors of the Transferor Companies shall become the creditors of the Transferee Company. Subject to provisions of the Scheme, upon Part IV and Part V of the Scheme becoming effective, identified creditors of the Transferee Company pertaining to or in relation to the Logistics & Warehousing Undertaking or the Retail & Wholesale Undertaking shall become creditors of RRVL or RRVL WOS, respectively. The creditors forming part of the Remaining Business of FEL, will continue to be creditors of the Transferee Company.

The rights of the creditors of the respective Transferor Companies and the Transferee Company shall not be adversely affected by the Scheme. There will be no alteration in their claims on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors of the respective Transferor Companies and the Transferee Company would be prejudiced in any manner as a result of the Scheme being sanctioned.

Creditors of RRVL and RRVL WOS will continue to be creditors of the respective company on the same terms and conditions, as before. The rights of the creditors shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

### Debenture holders and Debenture Trustees

Upon Part III of the Scheme becoming effective, the debenture holders, if any, of the Transferor Companies shall become the debenture holders of the Transferee Company. Subject to provisions of the Scheme, upon Part IV and Part V of the Scheme becoming effective, identified debenture holders of the Transferee Company in relation to the Logistics & Warehousing Undertaking or the Retail & Wholesale Undertaking, if any, shall become debenture holders of RRVL or RRVL WOS, respectively. The debenture holders, forming part of the Remaining Business of FEL, will continue to be debenture holders of the Transferee Company.



The rights of the debenture holders of the respective Transferor Companies and the Transferee Company shall not be adversely affected by the Scheme. There is no likelihood that the debenture holders of the respective Transferor Companies and the Transferee Company would be prejudiced in any manner as a result of the Scheme being sanctioned.

There will be no adverse impact on rights the respective debenture trustees, if any, of the respective Transferor Companies and the Transferee Company, pursuant to the Scheme.

RRVL or RRVL WOS have not issued any debentures and accordingly, no debenture trustee has been appointed.

#### Depositors and Deposit Trustees

The Transferor Companies have not taken term deposits from depositors and accordingly, no deposit trustees have been appointed.

The Transferee Company has taken unsecured public deposits and no deposit trustee(s) have appointed. The rights of the depositors of the Transferee Company shall not be adversely affected by the Scheme.

RRVL and RRVL WOS have not taken term deposits and accordingly, no deposit trustees have been appointed.

## **16. APPROVALS IN RELATION TO THE SCHEME**

- 16.1. Pursuant to the Regulation 37 of SEBI Listing Regulations read with SEBI Circulars issued thereunder, the Company had filed necessary applications before BSE and NSE seeking their observations / no-objection to the Scheme. The Company has received the observation letters from BSE and NSE dated January 20, 2021 (**‘Observation Letters’**). Copies of the aforesaid Observation Letters are enclosed herewith.
- 16.2. The Scheme along with related documents was hosted on the website of the Company, BSE and NSE and was open for complaints/ comments. The Complaint report was filed with both, BSE and NSE. Copies of these Complaint reports are enclosed herewith.
- 16.3. Necessary applications were filed before Competition Commission of India (CCI) seeking their approval / observations to the Scheme. Against the same, Approval and Press Release were issued by CCI on November 20, 2020.
- 16.4. As per comments as contained in the above Observation Letters, following information / documents are given in this Statement:
- 16.4.1. The disclosure of proceedings pending before SEBI against the Parties, promoter / promoter group and directors of each of the Party involved in the Scheme are listed in Schedule IX to the Scheme. Further to the disclosures made in Schedule IX to the Scheme, update in respect of matters mentioned in paragraph no 1, 2, 3, 4, 5, 7 and 8 of Schedule IX to the Scheme is as under:
- An appeal was filed before Securities Appellate Tribunal by Future Corporate Resources Private Limited, Mr. Kishore Biyani and Mr. Anil Biyani on February 04, 2021. Pursuant to a Hearing, the directions passed against the entities have been stayed pursuant to an order passed by the Hon’ble Securities Appellate Tribunal dated February 15, 2021.
  - At present, the Appeal is currently pending and listed for final hearing on November 9, 2021.
- 16.4.2. Further to the disclosures made in Schedule IX to the Scheme, update in respect of matters mentioned in paragraph no 6 of Schedule IX to the Scheme is as under:
- Vide Adjudication Order No. Order/KS/AE/2021-22/12648-12703 issued by the Adjudicating Officer, Securities and Exchange Board of India, a penalty of Rs. 5,00,000/- has been levied on Mr. Jayesh Merchant, payable jointly and / or severally along with the other noticees mentioned in the said order.
  - Mr. Jayesh Merchant along with the other noticees has preferred an appeal against the aforesaid order.
  - In respect of the ongoing matter at the City Sessions Court, Mumbai, the matter is sub-judice and is listed for hearing on October 12, 2021.
- 16.4.3. Further to the disclosures made in Schedule IX to the Scheme, update in respect of matters mentioned in paragraph no. 9.1 of Schedule IX to the Scheme is as under:
- Vide adjudication order dated September 20, 2021, the Adjudicating Officer of SEBI has disposed-off the show cause notice dated April 5, 2016 without any levy of penalty.
- 16.4.4. Further to the disclosures made in Schedule IX to the Scheme, update in respect of matters mentioned in paragraph no. 9.3 of Schedule IX to the Scheme is as under:
- Vide adjudication order dated April 7, 2021, the Adjudicating Officer of SEBI imposed a penalty of Rs 25 crore on the then promoter and promoter group of RIL. An appeal is being filed before the Securities Appellate Tribunal against the said order.
- 16.4.5. Further to the disclosures made in Schedule IX to the Scheme, update in respect of matters mentioned in paragraph no. 9.4 of Schedule IX to the Scheme is as under:
- An appeal has been filed before Securities Appellate Tribunal against the adjudication order dated January 1, 2021. Also the penalty imposed by the Adjudication Officer has been paid under protest.
  - The penalty imposed by the AO has been paid under protest and an appeal has been filed before the SAT against this order.
- 16.4.6. 74.2% of the Business Value of the Future Enterprises Limited post amalgamation of all the Transferor companies is getting transferred to Reliance Retail Ventures Limited and Reliance Retail and Fashion Lifestyle Limited and these two companies would not be seeking listing post the Scheme.

16.4.7. Information pertaining to the unlisted companies involved in the Scheme in the format specified for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is provided in **Exhibit VII** to this Notice & Statement.

16.4.8. **Disclosure of legal disputes between Amazon and Future Retail Limited**

**I. ARBITRATION PROCEEDINGS & EA PROCEEDINGS:**

DATE	PARTICULARS
05.10.2020	By a Notice of Arbitration (“ <b>NoA</b> ”), Amazon.com NV Investment Holdings LLC (“ <b>Amazon</b> ”) invoked the dispute resolution clause in the FCPL SHA <sup>1</sup> and initiated arbitration proceedings against FCPL & Promoters and Future Retail Limited (“ <b>FRL</b> ”) on account of alleged breaches of the FCPL SHA and the FRL SHA <sup>2</sup> .  In the NOA, Amazon <i>inter-alia</i> contended that the FCPL SHA, FCPL SSA <sup>3</sup> and the FRL SHA constituted a “single integrated transaction” and thus the agreements must be read together.  As an alternative to its claim and its injunctive reliefs Amazon sought damages amounting to INR14,310,000,000 along with interest being the amount invested by Amazon into FCPL.
05.10.2020	Amazon also filed an application for Emergency Interim Relief under Rule 30 of the SIAC Rules to <i>inter-alia</i> restrain FRL, FCPL & Promoters from, in any manner, acting in furtherance of the Board Resolution dated 29.08.2020 authorizing transfer of FRL’s business to the MDA Group.
25.10.2020	The Emergency Arbitrator granted the reliefs sought by Amazon.

<sup>1</sup> Shareholders Agreement dated 22 August 2019 executed between Amazon and Future Coupons Private Limited (“FCPL”), Kishore Biyani, Rakesh Biyani, Ashni Biyani, Anil Biyani, Gopikishan Biyani, Laxminarayan Biyani, Rakesh Biyani, Sunil Biyani, Vijay Biyani, Vivek Biyani, Future Corporate Resources Private Limited and Akar Estate and Finance Private Limited (“Promoters”)

<sup>2</sup> Shareholders Agreement dated 19 August 2019 executed between Amazon, FRL and FCPL & Promoters

<sup>3</sup> Share Subscription Agreement dated 22 August 2019 executed between Amazon and FCPL & Promoters

**II. SIAC/ARBITRAL TRIBUNAL:**

DATE	PARTICULARS
05.01.2021	The SIAC constituted an Arbitral Tribunal comprising of Michael Hwang Sc, Albert Jan Van Den Berg and Jan Paulsson.
11.03.2021	FRL has filed an Application raising jurisdictional objections under Section 16 of the Arbitration & Conciliation, Act (“ <b>JO</b> ”); and Application under Rule 10 of Schedule I of SIAC Rules for vacation of the EA Order (“ <b>Application for Vacation</b> ”).
07.04.2021	Amazon filed its reply to the JO and the Application for Vacation.
31.05.2021	FCPL & Promoters filed their response in support of the Application for Vacation.
07.06.2021	Witness Statement filed by FRL in support of its Application for Vacation and Witness Statement filed by Amazon in support of its reply to the JO.
17.06.2021	Amazon filed its response to the reply filed by FCPL & Promoters in support of the Application for Vacation.
01.07.2021	Skeletal Submissions filed by FRL and FCPL & Promoters
08.07.2021	Amazon filed its Rebuttal Skeletal Submissions
10.07.2021	Sur-Rebuttal Submissions filed by FRL and FCPL & Promoters
12.07.2021 to 16.07.2021	The JO and the Application for Vacation were heard and reserved for orders.
13.08.2021	FRL filed an application for ad-interim reliefs under Rule 10 of Schedule I to the SIAC Rules to vacate the EA Order (“ <b>Interim Application</b> ”).
20.08.2021	Amazon filed its response to FRL’s Interim Application.
<b>CURRENT STATUS</b>	<b>The Tribunal is yet to pass its order on the JO, Application for Vacation and Interim Applications filed by FRL.</b>

### III. MAIN PROCEEDINGS BEFORE THE ARBITRAL TRIBUNAL:

DATE	EVENT
04.07.2021	Amazon filed its Statement of Claim (“SoC”).
06.08.2021	FRL and FCPL & Promoters filed their Statement of Defence (“SoD”)
25.08.2021	Amazon filed its Statement of Reply to the SoD filed by FRL and FCPL & Promoters
30.08.2021	Request for production of documents made by Amazon, FRL and FCPL & Promoters
13.09.2021	FRL and FCPL & Promoters have filed their rejoinders to the Statement of Reply
04.10.2021	FRL, FCPL & Promoters made an application to the Tribunal requesting the Tribunal to direct Amazon to produce the requisite documents.
07.10.2021	Amazon submitted its response to the application made by FRL, FCPL & Promoters
<b>CURRENT COMPLIANCE</b>	Parties are to file their respective Fact Witness Statements and Export Reports if any.

### IV. SUIT BEFORE DELHI HIGH COURT – COM. SUIT NO. 493 OF 2020 A/W I.A. 10376 OF 2020:

DATE	EVENT
06.11.2020	FRL filed a Commercial Suit No. 493 of 2020 along with various Interim Application including I.A. 10376/2020 for interim reliefs.
21.12.2020	The Hon’ble Delhi High Court pronounced its judgement in IA 10376 of 2020 (“ <b>Suit Judgment</b> ”).
09.03.2021	Amazon has filed an application under Section 8 of the Arbitration & Conciliation Act, 1996.
10.03.2021	Amazon filed Written Statement <sup>4</sup> along with List of Documents; Application for Condonation of Delay in filing WS; and Affidavit of Admission Denial.  FCPL & Promoters filed their Written Statement along; Application for Condonation of Delay in filing WS; and Affidavit of Admission Denial which were taken on record on 23.03.2021.
26.07.2021	Matter has been adjourned to 09.11.2021

<sup>4</sup> Amazon’s Application for condonation of delay in filing the Written Statement has not yet been allowed.

### V. AMAZON’S APPEAL FROM THE SUIT JUDGMENT – FAO (OS) (COMM) NO. 07 OF 2021:

DATE	EVENT
11.01.2021	Being aggrieved by the Suit Judgment, Amazon filed an appeal before the Division Bench of the Delhi High Court seeking to quash/set aside various observations contained in the Suit Judgment.
13.01.2021	The Division Bench of the Delhi High Court has issued notices and had directed the Respondents therein to file their replies <sup>5</sup> on/before the next date. Additionally, the Division Bench has not granted any stay on the Suit Judgment.
31.08.2021	The Appeal has been adjourned to <b>30.11.2021</b> . The Parties are to file their replies and rejoinders.

<sup>5</sup> Replies have not yet been filed by any of the Respondents in FAO (OS) (COMM) 07 of 2021.

### VI. AMAZON’S PETITION FOR EXECUTION OF THE EA ORDER - OMP (ENF) (COMM) 17 OF 2021:

DATE	EVENT
25.01.2021	Amazon sought to enforce the EA Order a under Section 17 (2) of the Act read with Order 39 Rule 2A of the Civil Procedure Code 1908.
02.02.2021	The Single Judge while reserving the matter for a detailed order, passed a status quo order and directed the Respondents therein ( <i>FRL, FCPL and Promoters</i> ) to file an affidavit placing on record the actions taken after the EA Order within a period of 10 (ten) days. (“ <b>Status Quo Order</b> ”).
18.03.2021	The Single Judge passed his detailed order <i>inter alia</i> confirming the directions in the Status Quo Order and granting further reliefs in favour of Amazon (“ <b>Reasoned Status Quo Order</b> ”).
16.09.2021	In view of the Supreme Court order dated 09.09.2021 passed by the Supreme Court in SLP Nos. 13547 – 13548 & 13556 – 13557 of 2021, the matter has been adjourned to <b>29.10.2021</b> .

### VII. FRL’S APPEAL FROM STATUS QUO ORDER – FAO (OS) (COMM) NO. 21 OF 2021:

DATE	EVENT
04.02.2021	FRL assailed the Status Quo Order in an appeal before the Division Bench of the Delhi High Court.
08.02.2021	The Division Bench stayed the operation, implementation and execution of the Status Quo Order (“ <b>DB Order 1</b> ”).
31.08.2021	In light of the order passed by the Supreme Court in Civil Appeal Nos. 4492-4497 of 2021 the appeal is dismissed.

**VIII. FCPL & PROMOTERS AND FRL'S APPEAL FROM THE REASONED STATUS QUO ORDER - FAO(OS) (COMM) 50 OF 2021 & 51 OF 2021:**

DATE	EVENT
20.03.2021	FCPL & Promoters and FRL filed 2 (two) separate Appeals against the Reasoned Status Quo Order.
22.03.2021	The Division Bench of the Delhi High Court stayed the Reasoned Status Quo Order (“ <b>DB Order 2</b> ”).
31.08.2021	In light of the order passed by the Supreme Court in Civil Appeal Nos. 4492-4497 of 2021 the appeal is dismissed.

**IX. AMAZON'S SPECIAL LEAVE PETITION FROM THE DIVISION BENCH ORDER 1 - SLP (CIVIL) NO. 2856-2857 OF 2021**

DATE	EVENT
13.02.2021	Amazon filed a SLP before the Supreme Court of India against DB Order 1.
22.02.2021	The Supreme Court issued notice and set a schedule for filing of pleadings <sup>6</sup> . The Hon'ble Supreme Court ruled that the proceedings before NCLT will be allowed to go on but will not culminate in any final order of sanction of the Scheme.
06.08.2021	The Supreme Court set aside the DB Order 1 and 2 <i>inter alia</i> observed as under: (a) Emergency Arbitrator's orders are referable to and are made under Section 17(1) of the Act; and (b) No appeal lies under Section 37 of the Act against an order of enforcement of an Emergency Arbitrator's order made under Section 17(2) of the Act. Accordingly, the said SLP was disposed.

<sup>6</sup> FRL has filed its Counter Affidavit; Amazon has filed its response to the Counter Affidavit. None of the other Respondents (FCPL & Promoters) have filed any Counter Affidavit in the SLP.

**X. AMAZON'S SLP FROM THE DIVISION BENCH ORDER 2 – SLP NO. 6113-6114 OF 2021 & 6169 – 6170 OF 2021:**

DATE	EVENT
13.04.2021	Amazon filed 2 (two) separate Special Leave Petitioner against DB Order 2.
19.04.2021	The Supreme Court by its order stayed further proceedings before the single judge as well as the Division Bench of the Delhi High Court.
06.08.2021	The Supreme Court set aside the DB Order 1 and 2 <i>inter alia</i> observed as under: (c) Emergency Arbitrator's orders are referable to and are made under Section 17(1) of the Act; and (d) No appeal lies under Section 37 of the Act against an order of enforcement of an Emergency Arbitrator's order made under Section 17(2) of the Act. Accordingly, the said SLP was disposed.

**XI. FCPL & PROMOTERS AND FRL'S SLP FROM THE STATUS QUO ORDER AND REASONED ORDER – SLP NO. 13547 - 13548 OF 2021 & 13556 – 13557 OF 2021:**

DATE	EVENT
12.08.2021 & 28.08.2021	FCPL & Promoters and FRL filed a Special Leave Petition against the Status Quo Order and Reasoned Order passed by the Single Judge of the Delhi High Court.
09.09.2021	The Supreme Court by its order stayed all further proceedings before the Delhi High Court and directed all authorities i.e. NCLT, CCI and SEBI not to pass any final order for a period of four weeks. This order was passed with the consent of all parties.

**XII. COMPANY APPLICATION NO. CA (CAA) 8/MB/2021 BEFORE THE NCLT, MUMBAI BENCH:**

DATE	EVENT
26.01.2021	FRL along with other 18 (eighteen) Future Group companies filed the Scheme with the NCLT, Mumbai, under Section 230 of the Companies Act, 2013, seeking an order for convening the meeting of the creditors / members, to consider and approve the Scheme.
12.02.2021	Amazon filed an intervention application opposing the applications. After hearing the submissions of the parties, the NCLT reserved that matter for orders.
28.09.2021	In view of the Supreme Court order dated 09.09.2021, the NCLT ordered the meeting of the member/creditors at the first stage motion and also observed that the objection of Amazon would be considered at the relevant stage at the time of filing an application for final sanction/approval of the scheme. Accordingly, the intervention application filed by Amazon was dismissed.

16.4.9. **Disclosure on the legal disputes**

**I. PARTIES:**

<b>Catalyst</b>	:	Catalyst Trusteeship Limited
<b>Futurefone</b>	:	Futurefone Limited
<b>FCRPL</b>	:	Future Corporate Resources Private Limited
<b>FLFL</b>	:	Future Lifestyle Fashions Limited
<b>KB</b>	:	Kishore Biyani
<b>IMMCPL</b>	:	Iskrupa Mall Management Company Private Limited
<b>DMPL</b>	:	DSK Media Private Limited

**II. List of matters**

**A. COMMERCIAL SUIT NO. 189 of 2021 BEFORE THE DELHI HIGH COURT:**

<b>DATE</b>	<b>PARTICULARS</b>
20.04.2021	Catalyst filed the captioned Suit (along with an application for interim reliefs) against Futurefone, FCRPL, FLFL, KB, IMMCPL and DMPL (“ <b>Defendants</b> ”) before the Delhi High Court, <i>inter alia</i> for a declaration that the decision taken by the Board of Directors of FLFL at the Board Meeting held on 29.08.2020 in relation to the Scheme of Arrangement is null and void and for an injunction for protecting its legal rights
20.07.2021	Catalyst sought leave of the Court to approach the Debt Recoveries Tribunal, for the recovery of debt under the transaction documents. The Delhi High Court directed the Defendants to file their written statement/reply to the Interim Application within a period of 2 (two) weeks.
<b>COMPLIANCE</b>	Filing the written statement and reply to the Interim Application.
<b>NEXT DATE</b>	29.11.2021

**B COMPANY PETITION NO. 887 OF 2021 BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH (“NCLT”):**

<b>DATE</b>	<b>PARTICULARS</b>
12.08.2021	Catalyst filed a Company Petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 against FLFL for a claim of Rs. 451,97,76,874/- (Rupees Four Hundred and Fifty-One Crores Ninety-Seven Lakhs and Seventy-Six Thousand and Eight Hundred and Seventy Four only) as on 09.08.2021.
29.09.2021	Adjourned to <b>29.11.2021</b>

**16.4.10. Disclosure on NCLT proceedings- CAA NO. 9 of 2021 filed by Reliance Retail Ventures Limited and Reliance Retail And Fashion Lifestyle Limited**

On 26 January 2021, Reliance Retail Ventures Limited and Reliance Retail And Fashion Lifestyle Limited filed the Scheme vide CAA No. 9 of 2021 with the NCLT under Section 230 of the Companies Act, 2013, seeking an order/ directions for convening the meeting of the shareholders, to consider and approve the Scheme.

1. Amazon has filed an intervention application, bearing number CA 41 of 2021 in CAA 9 of 2021. The arguments in CAA 9 of 2021 and CA 41 of 2021 have been completed and is reserved for the orders of the NCLT.
2. Kotak Mahindra Asset Management Company Ltd (“Kotak”) as the investment manager of Kotak Credit Risk Fund, a secured creditor of Transferor Company 2, had filed an intervention application bearing number CA 161 of 2021 in CAA 9 of 2021. The NCLT vide its order dated 29th July 2021 dismissed the CA 161 of 2021 as withdrawn.

16.5. As per the directions contained in the Observation Letter issued by BSE Limited and National Stock Exchange of India Limited and pursuant to the directions contained in the order of the Hon'ble Tribunal following documents are available for inspection on the link: <https://vdr.dcirrus.io/appnew/shareholder.html?i=0030020>

- o All communication (including annexures) to and from SEBI and BSE Limited and National Stock Exchange of India Limited and copies of communications, to and from between Amazon.com NV Investment Holdings LLC (“Amazon”) and any of the Transferor Companies or Transferee Companies or its directors;
- o All documents and other papers pertaining to:
  - o Various suits filed by Transferor Company No. 4 in Hon’ble Delhi High Court for various matters pertaining to or arising out of arbitration dispute with Amazon
  - o Various suits filed against Transferor Company No. 4 in Hon’ble Delhi High Court for various matters pertaining to or arising out of arbitration dispute with Amazon
  - o Various suits filed by Transferor Company No. 4 in Hon’ble Supreme Court for various matters pertaining to or arising out of arbitration dispute with Amazon
  - o Various suits filed against Transferor Company No. 4 in Hon’ble Supreme Court for various matters pertaining to or arising out of arbitration dispute with Amazon

- o Intervention application filed by Amazon before the Tribunal in Company Scheme Application No. CAA 8 of 2021
- o Interim order dated 25<sup>th</sup> October, 2020 issued by Emergency Arbitrator appointed by Singapore International Arbitration Centre in the SIAC Arbitration No. 960 of 2020 upon application filed by Amazon and Memorandum of Correction to the Interim Award dated 27<sup>th</sup> October, 2020
- o Current status of the Arbitration
- o Letter dated October 29, 2020 issued by Amazon to Competition Commission of India (CCI), Letter dated November 5, 2020 submitted by Transferor Company No. 4 to CCI and Approval and Press Release issued by CCI on November 20, 2020
- o Other ongoing litigations / legal proceedings against the Scheme

## 17. GENERAL

- 17.1. The amount due from the Transferor Companies and the Transferee Company, to their respective Unsecured Creditors as on July 31, 2021 and RRVL and RRVL WOS to their respective Unsecured Creditors as on August 31, 2021 is annexed as “**Exhibit-X**”.
- 17.2. The Composite Scheme does not envisage any capital / debt restructuring.
- 17.3. The Auditors of the Transferee Company on October 01, 2020 and Auditors of RRVL on August 29, 2020 and RRVL WOS on September 10, 2020 have confirmed that the respective accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.
- 17.4. No investigation proceedings are pending under the provisions of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 in respect of any of the companies involved in the Scheme.
- 17.5. A copy of the Scheme has been filed by the Company with the Registrar of Companies, Mumbai, Maharashtra .
- 17.6. Names and addresses of the Promoters, Directors and KMPs of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS are annexed as “**Exhibit XI**”.
- 17.7. The Board of Directors of the Transferor Company 1 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 1 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 1 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. G N Bajpai	Voted in Favour
2	Mr. Kishore Biyani	Voted in Favour
3	Ms. Ashni Biyani	Voted in Favour
4	Mr. Krishan Kant Rathi	Voted in Favour
5	Mr. Narendra Baheti	Voted in Favour
6	Mr. Harminder Sahni	Voted in Favour
7	Mr. Deepak Malik	Voted in Favour
8	Ms. Neelam Chhiber	Voted in Favour
9	Mr. Frederic De Mevius	Voted in Favour
10	Mr. Adhiraj Harish	Voted in Favour

- 17.8 The Board of Directors of the Transferor Company 2 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 2 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 2 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Shailesh Vishnubhai Haribhakti	Voted in Favour
2	Mr. Kishore Biyani	Voted in Favour
3	Mr. Vishnuprasad M	Voted in Favour
4	Dr. Darlie Oommen Koshy	Voted in Favour
5	Mr. Bijou Kurien	Voted in Favour
6	Ms. Sharda Agarwal	Voted in Favour
7	Mr. Rakesh Biyani	Voted in Favour
8	Ms. Avni Biyani	Voted in Favour
9	Mr. Chandra Prakash Toshniwal	Voted in Favour
10	Mr. Luv Parikh	Voted against
11	Mr. Chintamani Bhagat	Voted in Favour
12	Mr. Rahul Garg	Voted in Favour



17.9 The Board of Directors of the Transferor Company 3 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 3 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 3 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Sunil Biyani	Did not participate
2	Mr. Vijai Singh Dugar	Voted in Favour
3	Ms. Udit Jhunjhunwala	Voted in Favour
4	Mr. Rajesh Kalyani	Voted in Favour
5	Mr. Pramod Arora	Voted in Favour
6	Mr. Pawan Kumar Agarwal	Voted in Favour

17.10 The Board of Directors of the Transferor Company 4 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 4 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 4 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Kishore Biyani	Voted in Favour
2	Mr. Rakesh Biyani	Voted in Favour
3	Mr. Shailendra Bhandari	Voted in Favour
4	Mr. Ravindra Dhariwal	Voted in Favour
5	Ms. Gagan Makar Singh	Voted in Favour
6	Ms. Sridevi Badiga	Voted in Favour
7	Mr. Rahul Garg	Voted in Favour

17.11 The Board of Directors of the Transferor Company 5 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 5 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 5 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Rakesh Biyani,	Voted in Favour
2	Mr. Mayur Toshniwal,	Voted in Favour
3	Mr. Amar Sapra,	Voted in Favour
4	Ms. Bala C Deshpande,	Voted in Favour
5	Ms. Malini Chopra,	Voted in Favour
6	Mr. Hiroyuki Tanaka,	Voted in Favour
7	Mr. Chandra Prakash Toshniwal,	Voted in Favour
8	Mr. Janat Shah	Voted in Favour

17.12 The Board of Directors of the Transferor Company 6 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 6 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 6 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Rakesh Gopikishan Biyani	Voted in Favour
2	Mr. Dinesh Ramnarayan Maheshwari	Voted in Favour
3	Mr. Deepak Mahansaria	Voted in Favour
4	Mr. Ankit Singhania	Voted in Favour

17.13. The Board of Directors of the Transferor Company 7 approved the Scheme on August 29 2020. Details of Directors of the Transferor Company 7 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 7 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Jayesh Merchant Vijay	Voted in Favour
2	Mr. Bhavesh Savdas Wadhel	Voted in Favour
3	Mr. Vinod Yadav	Voted in Favour

17.14 The Board of Directors of the Transferor Company 8 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 8 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 8 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Laxminarayan Bansilal Biyani	Voted in Favour
2	Mr. Akhilesh Kalra	Voted in Favour

17.15 The Board of Directors of the Transferor Company 9 approved the Scheme on August 29 2020. Details of Directors of the Transferor Company 9 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 9 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Atul Semwal	Voted in Favour
2	Mr. Manish Manaklal Kothari	Voted in Favour
3	Mr. Alok Bhrigu Nath Tiwary	Voted in Favour

17.16 The Board of Directors of the Transferor Company 10 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 10 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 10 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Ashok Gordhandas Sarda	Voted in Favour
2	Mr. Vijai Singh Dugar	Voted in Favour
3	Mr. Vinod Yadav	Voted in Favour

17.17 The Board of Directors of the Transferor Company 11 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 11 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 11 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Harshilkumar Shyamlal Shah	Voted in Favour
2	Ms. Ritu Harshil Shah	Voted in Favour
3	Mr. Vinod Yadav	Voted in Favour

17.18 The Board of Directors of the Transferor Company 12 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 12 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 12 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Gopikishan Bansilal Biyani	Voted in Favour
2	Mr. Laxminarayan Bansilal Biyani	Voted in Favour
3	Mr. Arun Madanlal Agrawal	Voted in Favour

17.19 The Board of Directors of the Transferor Company 13 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 13 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 13 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Anil L Biyani	Voted in Favour
2	Mr. Alok Bhrigu Nath Tiwary	Voted in Favour
3	Mr. Vijai Singh Dugar	Voted in Favour

17.20 The Board of Directors of the Transferor Company 14 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 14 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 14 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Anand Adukia	Voted in Favour
2	Mr. Sharad Rustagi	Voted in Favour
3	Mr. Alok Bhrigu Nath Tiwary	Voted in Favour

17.21 The Board of Directors of the Transferor Company 15 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 15 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 15 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Ashok Gordhandas Sarda	Voted in Favour
2	Mr. Damodar Tulsiram Jhawar	Voted in Favour
3	Mr. Vijai Singh Dugar	Voted in Favour

17.22 The Board of Directors of the Transferor Company 16 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 16 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 16 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Ravie Manoharlal Lalpurria	Voted in Favour
2	Mr. Arun Madanlal Agrawal	Voted in Favour
3	Mr. Alok Bhrigu Nath Tiwary	Voted in Favour

17.23 The Board of Directors of the Transferor Company 17 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 17 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 17 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Ajay Rajaram Gurav	Voted in Favour
2	Mr. Vinod Yadav	Voted in Favour
3	Mr. Vijai Singh Dugar	Voted in Favour

17.24 The Board of Directors of the Transferor Company 18 approved the Scheme on August 29, 2020. Details of Directors of the Transferor Company 18 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 18 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Nandkishore Kanahiyalal Attal	Voted in Favour
2	Mr. Alok Bhrigu Nath Tiwary	Voted in Favour
3	Ms. Nidhi Bajaj	Voted in Favour

17.25 The Board of Directors of the Transferor Company 19 approved the Scheme on August 29 2020. Details of Directors of the Transferor Company 19 who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferor Company 19 are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Rajesh Jagannath Sali	Voted in Favour
2	Mr. Satishchandra Dattaray More	Voted in Favour
3	Mr. Vijai Singh Dugar	Voted in Favour

17.26 The Board of Directors of the Transferee Company approved the Scheme on August 29, 2020. Details of Directors of the Transferee Company who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Transferee Company are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. V. K. Chopra	Voted in Favour
2	Mr. Kishore Biyani	Voted in Favour
3	Ms. Bala C. Deshpande	Voted in Favour
4	Mr. Vijay Biyani	Voted in Favour
5	Mr. Dinesh Maheshwari (up to 31-12-2020)	Voted in Favour
6	Mr. Anand Chandrasekaran	Voted in Favour

17.27 The Board of Directors of RRVL approved the Scheme on August 29, 2020. Details of Directors of RRVL who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of RRVL are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. Mukesh D. Ambani	Voted in Favour
2	Mr. Manoj Modi	Voted in Favour
3	Ms. Isha M. Ambani	Voted in Favour
4	Mr. Akash M. Ambani	Voted in Favour
5	Mr. V. Subramaniam	Voted in Favour
6	Mr. Pankaj Pawar	Voted in Favour
7	Mr. Adil Zainulbhai	Voted in Favour
8	Prof. Dipak C. Jain	Voted in Favour
9	Mr. Ranjit V. Pandit	Voted in Favour

17.28 The Board of Directors of RRVL WOS approved the Scheme on August 29, 2020. Details of Directors of the RRVL WOS who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of RRVL WOS are given below:

Sl. No	Name of Director	Voted in favour / Against / Did not participate
1	Mr. V. Subramaniam	Voted in Favour
2	Mr. Pankaj Pawar	Voted in Favour
3	Mr. Dinesh Thapar	Voted in Favour

17.29. For the purpose of the Scheme, BDO Valuation Advisory LLP, Registered Valuer and BSR & Associates LLP, Chartered Accountants have recommended a Share Exchange Ratio for allotment of equity shares by the Transferee Company.

Upon the Scheme coming into effect and in consideration of the transfer and vesting of Transferor Companies in the Transferee Company pursuant to Part III of the Scheme and subject to the provisions of the Scheme, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Companies, whose name is recorded in the register of members as member of the relevant Transferor Companies as on the Record Date, as under:

- 9 (Nine) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 1 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 6/- each of Transferor Company 1 held by such shareholder.
- 116 (One Hundred and Sixteen) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 2 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 2/- each of Transferor Company 2 held by such shareholder.
- 18 (Eighteen) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 3 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 10/- each of Transferor Company 3 held by such shareholder.
- 101 (One Hundred and One) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 4 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 2/- each of Transferor Company 4 held by such shareholder.

- 131 (One Hundred and Thirty One) fully paid up equity shares of Rs. 2/- each of the Transferee Company, credited as fully paid up, to the equity shareholders of Transferor Company 5 as on the Record Date (as may be determined in terms of the Scheme) for every 10 (Ten) fully paid up equity shares of Rs. 10/- each of Transferor Company 5 held by such shareholder.

The fractional shares arising out of the above entitlements would be consolidated and dealt with as provided in the Scheme and proceeds would be distributed to all such shareholders who were originally entitled to such fractional shares.

No shares would be issued upon merger of Transferor Company 6 to Transferor Company 19, with the Transferee Company pursuant to the Scheme, since the Transferor Company 6 to Transferor Company 19 are wholly owned subsidiary of the Transferee Company.

Further, no shares shall be issued by the Transferee Company in respect of the shares held as on the Record Date by the: (i) Transferor Companies and the Transferee Company inter-se; and (ii) subsidiaries of the Transferee Company and subsidiaries of the Transferor Companies in the Transferor Companies, and all such shares shall stand cancelled

ICICI Securities Limited, a Category I Merchant Banker after having reviewed the Share Swap / Exchange Ratio report of BSR & Associates LLP, Chartered Accountants and on consideration of all the relevant factors and circumstances, opined that in their view the independent valuer's proposed share swap ratio is fair. The copy of the Share Swap / Exchange Ratio report and the Fairness Opinion as issued by ICICI Securities Limited is available for inspection on the website of the Company [www.felindia.in](http://www.felindia.in).

17.30. A report adopted by the Directors of the Company, explaining effect of the Scheme on each class of Shareholders, debenture holders, Key Managerial Personnel, Promoters and non-promoter Shareholders, laying out in particular the share allotment, is attached herewith as "**Exhibit VI**".

17.31. In addition to the documents annexed hereto, the electronic copy of the following documents shall be available for inspection in the investor section of the website of the Company:

- Copy of the Order passed by the Hon'ble Tribunal in Company Scheme Application No. C.A. (CAA) 8 / MB/ 2021, dated September 28, 2021 of the Transferor Companies and the Transferee Company;
- Copy of the Memorandum and Articles of Association of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS;
- Copy of the latest annual reports of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5, the Transferor Company 6, the Transferor Company 7, the Transferor Company 8, the Transferor Company 9, the Transferor Company 10, the Transferor Company 11, the Transferor Company 12, the Transferor Company 13, the Transferor Company 14, the Transferor Company 15, the Transferor Company 16, the Transferor Company 17, the Transferor Company 18, the Transferor Company 19, Transferee Company and RRVL and RRVL WOS.
- Copy of the Audit Committee Report dated August 29, 2020, of the Transferor Company 1, the Transferor Company 2, the Transferor Company 3, the Transferor Company 4, the Transferor Company 5 and the Transferee Company;
- Copy of the Scheme.
- Certificate issued by M/s DMKH & Co. Chartered Accountants, the statutory auditor of the Transferee Company certifying the accounting treatment provided in the Scheme.
- Certificate issued by Saffron Capital Advisors Private Limited, SEBI Registered Merchant Bankers, certifying the accuracy and adequacy of disclosures made in **Exhibit-VII**.

17.32. A copy of this Scheme and Statement may be obtained free of charge on any working day (except Saturdays, Sundays and public holidays) prior to the date of the Meeting, from the Registered Office of the Company.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

The Board of Directors of the Company recommend the Scheme for approval of the Unsecured Creditors.

Sd/-  
**Shailesh Haribhakti**  
Chairman appointed for the Meeting

Mumbai  
Dated this October 08, 2021

**Registered Office:**

Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400 060, Maharashtra, India