

RYKA COMMERCIAL VENTURES PRIVATE LIMITED

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

CIN: U74120MH2012PTC231350

31st July, 2019

To,
Dept. of Corporate Services (CRD)
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Fax Nos.: 22723121 / 22722037 /
22722039 / 22722041 / 22722061 /
22723719 / 22721082

Listing Department
National Stock Exchange of India
Limited
Exchange Plaza,
Bandra - Kurla Complex,
Bandra (East),
Mumbai- 400 051
Fax Nos. 26598237 / 26598238

BSE Scrip Code: 536507

NSE Symbol: FLFL

Dear Sir / Madam,

Sub: Disclosure pursuant to Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.


With reference to above subject, we are enclosing herewith disclosure pursuant to Regulation 31 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for creation of encumbrance on Equity Shares of **Future Lifestyle Fashions Ltd** held by the Company.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

For Ryka Commercial Ventures Private Limited


Authorised Signatory



Encl: as above

Format for disclosure by the Promoter (s) to the Stock Exchanges and to the Target Company for encumbrance of shares/invocation of encumbrance/ release of encumbrance, in terms of Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Regulations)													
Name of the Target Company (TC)		Future Lifestyle Fashions Limited											
Names of the stock exchanges where the shares of the target company are listed		BSE Limited National Stock Exchange of India Limited											
Date of Reporting		29-Jul-19											
Name of the Promoter or PAC on whose shares encumbrance has been created/released/invoked		Ryka Commercial Ventures Private Limited											
Details of the creation / invocation / release of encumbrance:													
Name of the promoter(s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares (creation [(2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of shares	% of total share capital	No. of shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation / release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking/ others)	Reasons for encumbrance (**)	No. of shares	% of total share capital	Name of the entity in whose favor shares encumbered (***)	No. of shares	% of total share capital
Lifestyle Trust (*)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Ryka Commercial Ventures Pvt. Ltd.	89,980,049	46.20	14,734,819	7.57	Encumbrance	29-Jul-19	Refer Note (a) and (b) below	Refer Note (a) and (b) below	89,980,049	46.20	Trustee-Vistra ITCL (India) Ltd. (BTO FPI III Pte. Ltd.)	8,99,80,049 (Note (c))	46.20
Retail Trust (*)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Future Corporate Resources Pvt. Ltd. (f/k/a Suhani Trading and Investment Consultants Pvt. Ltd.)	469,440	0.24	350,789	0.18	-	-	-	-	-	-	-	350,789	0.18
Future Ideas Company Ltd.	1,713,576	0.88	1,713,576	0.88	-	-	-	-	-	-	-	1,713,576	0.88
Surplus Finvest Pvt. Ltd.	159,827	0.08	-	0.00	-	-	-	-	-	-	-	-	0.00
Consumer Goods Trust (*)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Future Capital Investment Pvt. Ltd.	2,197	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Akar Estate and Finance Pvt. Ltd.	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Infra Trust (*)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Central Departmental Stores Pvt. Ltd.	100	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Future Enterprises Ltd. (fka Future Retail Ltd.) (**)	-	-	-	-	-	-	-	-	-	-	-	-	0.00
Kishore Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Avni Biyani	19,499	0.01	-	0.00	-	-	-	-	-	-	-	-	0.00
Ashni Biyani	16,770	0.01	-	0.00	-	-	-	-	-	-	-	-	0.00
Laxminarayan Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Gopikishan Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Vijay Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Rakesh Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Anil Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Sunil Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00
Vivek Biyani	333	0.00	-	0.00	-	-	-	-	-	-	-	-	0.00

Calculation of Total Voting Rights of the Target Company		
	No. of Shares	Voting rights
Equity Shares	194,745,283	194,745,283
Total Equity Capital & Total Voting Rights	194,745,283	194,745,283

Type of Shares	Total Promoters holding in Target Company		
	Share Holding	% Total Voting Rights	% Voting Right Encumbered
Equity Shares	92,363,455	47.43	47.26

Note:

a) Ryka Commercial Ventures Private Limited ("Ryka") has issued debentures in terms of the Debenture Trust Deed dated 23 July 2019 ("Debentures"). In connection with the Debentures, there is an encumbrance on the equity shares of the Target Company in the form of: (i) restriction on sale (other than for repayment) and (ii) an undertaking to create pledge on occurrence of identified events. As of date, this encumbrance is over 45,316,085 equity shares of the Target Company.

b) In connection with the Debentures, there is also an encumbrance over 9,999,900 (99.99%) equity shares of Ryka held by the Lifestyle Trust and 3,156,000 optionally convertible preference shares and 14,344,000 redeemable preference shares of Ryka held by Future Hospitality Management Limited. Ryka holds 89,980,049 (46.20%) of the equity shares of the Target Company (including equity shares of the Target Company offered in (a) above), hence this encumbrance is also disclosed as indirect encumbrance on Target Company.

c) Indirect encumbrance has been created over 89,980,049 equity shares of the Target Company, and direct encumbrance has been created over 45,316,085 equity shares of the Target Company on issuance of Debentures mentioned in (a) and (b) above. 14,734,819 equity shares of the Target Company are already pledged to other lenders.

Place : Mumbai
Date: 31st July, 2019


(*) Holding controlling stake in one of the promoter entity

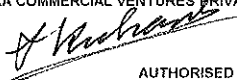
(**) Shown as Promoter in the Information

(*) The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

(**) For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

(***) This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.



 RYKA COMMERCIAL VENTURES PRIVATE LIMITED

 AUTHORISED SIGNATORY