

April 04, 2023

To,

The Department of Corporate Services, BSE Limited 14th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Email: corp.relations@bseindia.com	National Stock Exchange of India Ltd. Exchange Plaza, Plot no C/1, G Block, Bandra-kurla Complex, Bandra(E), Mumbai:400051 Email: takeover@nse.co.in	Mr. Sanjay Rathi Head - Legal & Corporate Governance Future Enterprises Limited Knowledge House, Off Jogeshwari, Vikhroli Link Road, Shyam Nagar, Jogeshwari (East), Mumbai, Maharashtra, 400060 Email: <a href="mailto:roc.info@futuregroup.in">roc.info@futuregroup.in</a> ; <a href="mailto:deepak.tanna@futuregroup.in">deepak.tanna@futuregroup.in</a>
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**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	Future Enterprises Limited ('Target Company')		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ("Vistra") (In our capacity as Debenture Trustee and Security Trustee), The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	1,29,62,635	2.68%	----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	----	----	----
c) Voting rights (VR) otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	----	----	----
<b>Total (a+b+c+d)</b>	<b>1,29,62,635</b>	<b>2.68%</b>	----
<b>Details of acquisition/ Sale</b>			
a) Shares carrying voting rights acquired/ sold	(1,29,62,635)	(2.68%)	----
b) VRs acquired/sold otherwise than by shares	----	----	----
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	----	----	----
d) Shares encumbered/invoked/released by the acquirer	----	----	----
<b>Total (a+b+c+d)</b>	<b>(1,29,62,635)</b>	<b>(2.68%)</b>	----
<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	NIL	NIL	----
b) Shares encumbered with the acquirer	----	----	----
c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----

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Registered office:

The IL&FS Financial Centre,  
Plot No. C- 22, G Block, 6th Floor  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051, India

Corporate office :

The Qube, 6th floor, 602  
A wing Hasan pada road ,  
Mittal industrial estate Marol ,  
Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028

Fax : +9122 2850 0029

Email: [mumbai@vistra.com](mailto:mumbai@vistra.com)

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

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

<b>Total (a+b+c+d)</b>	NIL	NIL	-----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Sale of invoked equity Shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Sale date:</b> February 17,2023, February 20, 2023, February 21, 2023, February 23, 2023, February 24, 2023, February 28, 2023, March 01, 2023, March 02, 2023, March 03, 2023, March 17, 2023, March 23, 2023, March 24, 2023 and March 31, 2023,		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	45,49,30,401 Equity Shares of Rs. 2/- each and 3,93,74,679 Class B (Series 1) Shares of Rs. 2/- each (Voting capital / rights 45,49,30,401 + 2,95,31,009 = 48,44,61,410) <b>(Refer Note 2)</b>		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	45,49,30,401 Equity Shares of Rs. 2/- each and 3,93,74,679 Class B (Series 1) Shares of Rs. 2/- each (Voting capital / rights 45,49,30,401 + 2,95,31,009 = 48,44,61,410) <b>(Refer Note 2)</b>		
Total diluted share/voting capital of the TC after the said acquisition	-		

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

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

**Note:**

- 1,29,62,635 Equity Shares of the Company have been sold by Vistra in capacity as a Debenture Trustee, which were pledged in order to secure the Debentures issued by Future Capital Investment Private Limited, Future Corporate Resources Limited and Future Capital Investment Limited.
- Calculation of Total Voting capital / rights in Target Company:

<b>Calculation of Total Voting capital / rights in Target Company</b>		
<b>Type of Shares</b>	<b>No. of Shares of Rs. 2/- each</b>	<b>Voting capital / rights</b>
<b>Equity Shares</b>	45,49,30,401	45,49,30,401
<b>Class B (Series 1) Shares</b>	3,93,74,679	2,95,31,009
<b>Total Equity Capital &amp; Total Voting capital / rights</b>	<b>49,43,05,080</b>	<b>48,44,61,410</b>

Percentage of pledge creation and pledge release by and percentage of holding of is being calculated based on voting capital / rights in FEL as mentioned above

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

**For Vistra ITCL (India) Limited**



**Authorised Signatory**

Place: Mumbai