

February 4, 2021

To,

Department of Corporate Services BSE Limited 14 th Floor, BSE Limited, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Listing Compliance department National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai - 400 051.	Mr. Deepak Tanna Company Secretary & Compliance Officer Future Enterprises Limited Knowledge House, Off Jogeshwari, Vikhroli Link Road, Shyam Nagar, Jogeshwari (East) , Mumbai-400060
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Future Enterprises Limited (“ Target Company ”)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited (“ Vistra ”) (In our capacity as Debenture Trustee) The IL&FS Financial Centre, Plot C-22, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	1,98,24,016	4.09%	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	7,57,21,796	15.63%	-----
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)	-----	-----	-----
Total (a+b+c+d)	9,55,45,812	19.72%	-----
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired/sold	7,49,83,563	15.48%	-----
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	(7,49,83,563)	(15.48%)	-----
Total (a+b+c+d)	Nil	Nil	-----

Registered office:

The IL&FS Financial Centre,

Plot C- 22, G Block, 7th Floor

Bandra Kurla Complex, Bandra (East),

Mumbai 400051

Tel +91 22 2659 3535

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Email: mumbai@vistra.com

www.vistraitcl.com

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

After the acquisition/ sale holding of:			
a) Shares carrying voting rights	9,48,07,579	19.57%	----
b) Shares encumbered with the acquirer	7,38,233	0.15%	----
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	----	----	----
Total (a+b+c+d)	9,55,45,812	19.72%	----
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Invocation of Pledged Equity Shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Invocation date: February 2, 2021		
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) (Refer Note 2)		
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) (Refer Note 2)		
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:

- 7,49,83,563 Equity Shares of the Target Company have been Invoked on the above-mentioned date, which were pledged with Vistra in capacity as a Debenture Trustee in order to secure the Debentures issued by Future Capital Investment Limited
- Calculation of Total Voting capital / rights in Target Company:

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

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

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

For Vistra ITCL (India) Limited



Authorized Signatory

Place: Mumbai

Registered office:

The IL&FS Financial Centre,

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