

September 14, 2020

To,

<b>BSE Limited</b> General Manager, The Department of Corporate Services, 14 <sup>th</sup> Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>National Stock Exchange of India Ltd.</b> The listing compliance department, Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.	<b>Mr. Sanjay Kumar Mutha,</b> Company Secretary & Compliance Officer <b>Future Lifestyle Fashions Limited</b> "Knowledge House", Shyam Nagar, Off. Jogeshwari- Vikhroli Link Road, Jogeshwari (East), Mumbai, Maharashtra-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 Lifestyle Fashions Limited (“ <b>Company</b> ”)		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited as debenture trustee for non-convertible debentures issued by RSCL Trading Private Limited. (“ <b>Vistra</b> ”), The IL&FS Financial Centre, Plot C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of:</b>			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	9,21,29,414	45.66%	45.66%
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>9,21,29,414</b>	<b>45.66%</b>	<b>45.66%</b>
<b>Details of acquisition/ Sale</b>			
a) Shares carrying voting rights acquired/ sold	1,28,75,000	6.38%	6.38%
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/ <del>released</del> by the acquirer	33,449 (1,28,75,000)	0.02% (6.38%)	0.02% (6.38%)
<b>Total (a+b+c+d)</b>	<b>33,449</b>	<b>0.02%</b>	<b>0.02%</b>
<b>After the acquisition/ sale holding of:</b>			
a) Shares carrying voting rights	1,28,75,000	6.38%	6.38%
b) Shares encumbered with the acquirer	7,92,87,863	39.30%	39.30%

Registered office:

The IL&FS Financial Centre,  
 Plot C- 22, G Block, 7th Floor  
 Bandra Kurla Complex, Bandra (East),  
 Mumbai 400051

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 Email: mumbai@vistra.com  
[www.vistraitcl.com](http://www.vistraitcl.com)

Vistra ITCL (India) Limited

Corporate Identity Number (CIN):U66020MH1995PLC095507

c) VRs otherwise than by shares	----	----	----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	----	----	----
<b>Total (a+b+c+d)</b>	<b>9,21,62,863</b>	<b>45.68%</b>	<b>45.68%</b>
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge and Invocation of the previously encumbered equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	<b>Pledge date:</b> November 11, 2019 <b>Invocation date:</b> September 10, 2020.		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	20,17,74,874 Equity Shares of Rs. 2 each (As per the Shareholding pattern available on BSE website for the period ended June 2020)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	20,17,74,874 Equity Shares of Rs. 2 each (As per the Shareholding pattern available on BSE website for the period ended June 2020)		
Total diluted share/voting capital of the TC after the said acquisition	20,12,82,444 Equity Shares		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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:**

- 33,449 equity shares of the Company which were pledged with Vistra on the above mentioned date in capacity as a Debenture Trustee for the NCD issued by RSCL Trading Private Limited.
- 1,28,75,000 equity shares of the Company are invoked on the above mentioned date which were pledged with Vistra in capacity as a Debenture Trustee for the NCD issued by RSCL Trading Private Limited

*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:

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