

# FUTURE RETAIL



19th March, 2022

To,  
Dept. of Corporate Services (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: 540064**

**Symbol: FRETAIL**

**Scrip Code of Debt : 958809, 958810 & 959518**

Dear Sir / Madam,

**Sub: Notice of National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders of Future Retail Limited (“the Company”)**

We refer to 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’).

Further to our letter dated 28th February, 2022 and in compliance with Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that pursuant to Order of Hon’ble NCLT dated 28th February, 2022, the meeting of Equity Shareholders of the Company is scheduled on Wednesday, 20th April, 2022 at 12:00 noon through video conferencing (“VC”) / other audio-visual means (“OAVM”) in connection with the consideration and approval of the Scheme.

We enclose herewith copy of Addendum Notice (to the Original Notice dated 08th October, 2021) of above scheduled Meeting.

# FUTURE RETAIL

The cut-off date for e-voting and time period for the remote e-voting of the Meeting are as under:

Particulars	Meeting of Shareholders
<b>Cut-Off Date</b>	Wednesday, 13th April, 2022
<b>Remote e-voting start date and time</b>	Saturday, 16th April, 2022 (from 09:00 a.m.)
<b>Remote e-voting end date and time</b>	Tuesday, 19th April, 2022 (till 05:00 p.m.)

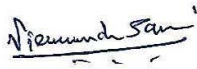
The necessary details as required are provided in the Addendum Notice as being circulated to the concerned Shareholders as directed by NCLT is also available on the website of the Company at [www.futureretail.co.in](http://www.futureretail.co.in).

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

Thanking you,

Yours faithfully,

For **Future Retail Limited**



**Virendra Samani**  
**Company Secretary**

Encl.: as above.

CC:

**Singapore Exchange Securities Trading Limited**

2, Shenton Way, #02-02, SGX Centre 1.

Singapore - 068 804

**Future Retail Limited** (Formerly known as Bharti Retail Limited)

Registered Office: 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.futureretail.co.in](http://www.futureretail.co.in)

CIN: L51909MH2007PLC268269

# **FUTURE RETAIL LIMITED**

**ADDENDUM TO THE NOTICE DATED OCTOBER 8, 2021 ('ORIGINAL NOTICE')  
CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF  
FUTURE RETAIL LIMITED  
AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH ("ADDENDUM NOTICE")**

# FUTURE RETAIL LIMITED

CIN: L51909MH2007PLC268269

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: [investorrelations@futereretail.in](mailto:investorrelations@futereretail.in), Website: [www.futereretail.co.in](http://www.futereretail.co.in)

## **ADDENDUM TO THE NOTICE DATED OCTOBER 08, 2021 ('ORIGINAL NOTICE') CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF FUTURE RETAIL LIMITED AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ('ADDENDUM NOTICE')**

Link to access the Original Notice dated October 08, 2021 [https://futereretail.in/pdf/Notice\\_of\\_NCLT\\_Equity\\_Shareholders\\_Meeting\\_FRL.pdf](https://futereretail.in/pdf/Notice_of_NCLT_Equity_Shareholders_Meeting_FRL.pdf)

Day	Wednesday
Date	April 20, 2022
Time	12:00 noon
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>Wednesday, April 13, 2022</b>
Remote e-voting start and end date and time	: <b>e-voting start : Saturday April 16, 2022 (09:00 a.m.) e-voting end : Tuesday April 19, 2022 (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 Equity Shareholders of Future Retail Limited and shall end 15 minutes after closure of the said Meeting.

### INDEX

Sr. No.	Particulars	Page No.	Exhibit no. as per Original Notice	Exhibit no. (if any) in the Addendum Notice
1	Addendum Notice of National Company Law Tribunal convened Meeting of the Equity Shareholders of Future Retail 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.	5-11	NA	NA
2	Addendum to Statement to the Original Notice 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 ("Addendum Statement").	12-47	NA	NA
3	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')	-	Exhibit – I	No change



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4	<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>	-	Exhibit – II	No change																																														
5	<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>	-	Exhibit-III	No change																																														
6	Copies of Observation Letters both 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.	-	Exhibit-IV	No change																																														
7	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	-	Exhibit-V	No change																																														
8	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	-	Exhibit-VI	No change																																														
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9	<p>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="280 348 1062 943"> <thead> <tr> <th colspan="2">Name of Companies</th> </tr> </thead> <tbody> <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>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		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 A (1 -109)	Exhibit-VII	Exhibit-VII A												
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11	<p>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="188 318 970 1124"> <thead> <tr> <th colspan="2" data-bbox="188 318 970 350">Name of Companies</th> </tr> </thead> <tbody> <tr><td data-bbox="188 350 715 385">Future Consumer Limited</td><td data-bbox="715 350 970 385">Transferor Company 1</td></tr> <tr><td data-bbox="188 385 715 419">Future Lifestyle Fashions Limited</td><td data-bbox="715 385 970 419">Transferor Company 2</td></tr> <tr><td data-bbox="188 419 715 453">Future Market Networks Limited</td><td data-bbox="715 419 970 453">Transferor Company 3</td></tr> <tr><td data-bbox="188 453 715 487">Future Retail Limited</td><td data-bbox="715 453 970 487">Transferor Company 4</td></tr> <tr><td data-bbox="188 487 715 522">Future Supply Chain Solutions Limited</td><td data-bbox="715 487 970 522">Transferor Company 5</td></tr> <tr><td data-bbox="188 522 715 556">Futurebazaar India Limited</td><td data-bbox="715 522 970 556">Transferor Company 6</td></tr> <tr><td data-bbox="188 556 715 590">Acute Retail Infra Private Limited</td><td data-bbox="715 556 970 590">Transferor Company 7</td></tr> <tr><td data-bbox="188 590 715 624">Basuti Sales and Trading Private Limited</td><td data-bbox="715 590 970 624">Transferor Company 8</td></tr> <tr><td data-bbox="188 624 715 659">Brattle Foods Private Limited</td><td data-bbox="715 624 970 659">Transferor Company 9</td></tr> <tr><td data-bbox="188 659 715 693">Chirag Operating Lease Co. Private Limited</td><td data-bbox="715 659 970 693">Transferor Company 10</td></tr> <tr><td data-bbox="188 693 715 727">Hare Krishna Operating Lease Private Limited</td><td data-bbox="715 693 970 727">Transferor Company 11</td></tr> <tr><td data-bbox="188 727 715 762">Nice Texcot Trading &amp; Agency Private Limited</td><td data-bbox="715 727 970 762">Transferor Company 12</td></tr> <tr><td data-bbox="188 762 715 796">Nishta Mall Management Company Private Limited</td><td data-bbox="715 762 970 796">Transferor Company 13</td></tr> <tr><td data-bbox="188 796 715 830">Ojas Tradelease and Mall Management Private Limited</td><td data-bbox="715 796 970 830">Transferor Company 14</td></tr> <tr><td data-bbox="188 830 715 864">Precision Realty Developers Private Limited</td><td data-bbox="715 830 970 864">Transferor Company 15</td></tr> <tr><td data-bbox="188 864 715 899">Rivaaz Trade Ventures Private Limited</td><td data-bbox="715 864 970 899">Transferor Company 16</td></tr> <tr><td data-bbox="188 899 715 933">Syntex Trading &amp; Agency Private Limited</td><td data-bbox="715 899 970 933">Transferor Company 17</td></tr> <tr><td data-bbox="188 933 715 967">Taquito Lease Operators Private Limited</td><td data-bbox="715 933 970 967">Transferor Company 18</td></tr> <tr><td data-bbox="188 967 715 1001">Unique Malls Private Limited</td><td data-bbox="715 967 970 1001">Transferor Company 19</td></tr> <tr><td data-bbox="188 1001 715 1036">Future Enterprises Limited</td><td data-bbox="715 1001 970 1036">Transferee Company</td></tr> <tr><td data-bbox="188 1036 715 1070">Reliance Retail Ventures Limited</td><td data-bbox="715 1036 970 1070">RRVL</td></tr> <tr><td data-bbox="188 1070 715 1104">Reliance Retail and Fashion Lifestyle Limited</td><td data-bbox="715 1070 970 1104">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 A (1-5)	Exhibit-IX	Exhibit-IX A
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12	Details of amount due from the Transferor Companies, the Transferee Company, RRVL & RRVL WOS as on January 31, 2022 to its Unsecured Creditors	X A(1)	Exhibit-X	Exhibit-X A																																														
13	Details of names and addresses of the Promoters, Directors and KMPs of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS	XI A (1-6)	Exhibit-XI	Exhibit-XI A																																														
14	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 December 31, 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 January 31, 2022	XII A (1-90)	Exhibit-XII	Exhibit-XII A																																														

\* Exhibit VII A is an addendum to the Exhibit VII of the Original Notice and should be read together with Exhibit VII of the Original Notice.

**IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH COMPANY SCHEME APPLICATION  
NO. C.A. (CAA) 8 / MB/ 2021**

**FUTURE RETAIL LIMITED                      the Company / Transferor Company 4**

**ADDENDUM NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY**

**NOTICE** is hereby given that in pursuance to the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT' or '**Tribunal**') vide its order dated February 28, 2022, the Meeting of the Equity Shareholders of Future Retail Limited shall be convened on Wednesday, April 20, 2022 at 12:00 noon.

**NOTICE** is hereby given that by an order dated February 28, 2022, passed in the Company Application No. 350 of 2021 in Company Scheme Application No. 8 of 2021 read with the order dated September 28, 2021 passed in the Company Scheme Application No. 8 of 2021 (**collectively referred herein as 'the Order'**), the NCLT has directed a Meeting of the Equity Shareholders 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 Wednesday, April 20, 2022 at 12:00 noon.

In pursuance of the said Order and as directed therein, the Meeting of the Equity Shareholders of the Company ("Meeting") will be held on Wednesday, April 20, 2022 at 12:00 noon through video conferencing ("VC") / other audio visual means ("OAVM") 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(1) and (6) read with Section 232(1) of the Act and SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended:**

**"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/2021/0000000665 dated November 23, 2021 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 Equity Shareholders or otherwise to the end and intent that the Equity Shareholders 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; (iv) Regulation 44 and other applicable provisions of the SEBI Listing Regulations; and (v) Paragraph 9(a) of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Paragraph 10(a) SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 issued by the Securities and Exchange Board of India (“SEBI Scheme Circular”), 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 Equity Shareholders, to consider and approve the Scheme by voting on the aforesaid Resolution. The Remote E-voting period commences from Saturday, April 16, 2022 at 9:00 a.m. and ends on Tuesday, April 19, 2022 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 Equity Shareholders attending the Meeting.

**TAKE FURTHER NOTICE THAT** each Equity Shareholder can opt for only one mode of voting i.e. either e-voting at the Meeting or Remote E-voting. In case of Equity Shareholders 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 Equity Shareholder at the Meeting and the vote cast at the Meeting by the concerned Equity Shareholder shall be treated as invalid.

**TAKE FURTHER NOTICE THAT** the Equity Shareholders may refer to the Notes to this Addendum Notice for the details of Remote E-voting. The voting rights of the Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on closure of business hours on Wednesday, April 13, 2022 (‘cut-off date’). A person who is not an Equity Shareholder of the Company as on the Cut-off Date, should treat the Addendum Notice and Original Notice for information purpose only.

**TAKE FURTHER NOTICE THAT** the scrutinizer will submit separate report (in addition to the consolidated report) to the Chairman of the Meeting after completion of the scrutiny of the votes cast by the Public Shareholders so as to announce the results of the votes exercised by the Public Shareholders of the Company.

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 March 11, 2022

**Registered Office:**

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



**Notes:**

1. The Original Notice can be accessed through the following link: [https://futuresretail.in/pdf/Notice\\_of\\_NCLT\\_Equity\\_Shareholders\\_Meeting\\_FRL.pdf](https://futuresretail.in/pdf/Notice_of_NCLT_Equity_Shareholders_Meeting_FRL.pdf). The Addendum Notice has to be read together with the Original Notice.
2. Pursuant to the directions of the Hon'ble Tribunal vide its Order dated February 28, 2022 the Meeting of the Equity Shareholders of the Company is being conducted through video conferencing ("VC") / other audio visual means ("OAVM") facility to transact the business set out in the Addendum Notice convening this Meeting. As such, physical attendance of Equity Shareholders has been dispensed with. The deemed venue for the Meeting shall be the Registered Office of the Company.
3. The Statement pursuant to 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 in respect of the business set out in the Addendum Notice of the Meeting is annexed to the Original Notice and further updated hereto.
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (specified above in the Addendum Notice) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Addendum Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Addendum Notice for information purpose only.
5. Since this Meeting is being held through VC / OAVM, physical attendance of Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
6. No route map of the venue of the Meeting is annexed hereto, since this Meeting is being held through VC / OAVM.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Equity shareholders attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. In terms of the order of the Hon'ble Tribunal, the quorum for the aforesaid Meeting of the Equity Shareholders of the Company shall be as prescribed under Section 103 of the Act. In case the required quorum as stated above is not present at the commencement of the Meeting, the Meeting shall be adjourned by 15 (fifteen) minutes and thereafter the persons present shall be deemed to constitute the quorum.
9. The Addendum Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to those Equity Shareholders whose email addresses are registered with the Company / Depositories and by Post / courier to the Equity Shareholders whose email addresses are not registered with the Company / Depositories.
10. The Equity Shareholders may note that the aforesaid documents are also available on the website of the Company and can be accessed / downloaded from the website of the Company [www.futuresretail.co.in](http://www.futuresretail.co.in) and on the website of the Stock Exchanges, i.e., BSE Limited and The 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, Equity Shareholders may obtain a physical copy of the Addendum Notice and the Addendum 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 your shareholding in the Company, may be addressed to the Company at [investorrelations@futuresretail.in](mailto:investorrelations@futuresretail.in) and [investorrelations@futuregroup.in](mailto:investorrelations@futuregroup.in).

11. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the Meeting through VC / OAVM on their behalf pursuant to Section 113 of the Companies Act, 2013 (the "Act"). The said Resolution/Authorization shall be sent to the scrutinizer by email through the registered email address to [investorrelations@futuresretail.in](mailto:investorrelations@futuresretail.in), [kbindudshah@gmail.com](mailto:kbindudshah@gmail.com) and [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency for facilitating voting through electronic means.
13. To facilitate such members to receive this Addendum Notice electronically and cast their vote electronically, the Company has made arrangement with its Registrar & Transfer Agent i.e. Link Intime India Private Limited, for registration of email addresses. The process for registration of email addresses is as under:
  - a. Members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the Link Intime India Private Limited, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Addendum Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Meeting.
  - b. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves atleast 7 days prior to the date of this Meeting (i.e. latest by Wednesday, April 13, 2022) by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number and mobile number at [investorrelations@futuresretail.in](mailto:investorrelations@futuresretail.in).

Only those Members who have pre-registered themselves as speakers will 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.

- c. The Addendum 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.

**14 THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:- The remote e-voting period begins on Saturday, April 16, 2022 at 9:00 a.m. and ends on Tuesday, April 19, 2022 at 5:00 p.m.**

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, April 13, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, April 13, 2022.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual Meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 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.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5.	Password details for shareholders other than Individual shareholders are given below:
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'?
(i)	If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii)	If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a)	Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> .
b)	Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> .
c)	If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d)	Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8	Now, you will have to click on "Login" button.
9	After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join the Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join the Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and the Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual Meeting, you need to click on "VC/OAVM" link placed under "Join the Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kbindudshah@gmail.com](mailto:kbindudshah@gmail.com) and [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in the login. Please note that file name should be alpha numeric with no special characters and the length of file name should be below 15 characters.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Addendum notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorrelations@futureretail.in](mailto:investorrelations@futureretail.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@futuresretail.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM link" placed under "**Join Meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members 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 Addendum Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions atleast 7 days prior to the date of this Meeting (i.e. latest by Wednesday, April 13, 2022) mentioning their name demat account number/folio number, email id, mobile number at investorrelations@futuresretail.in. The same will be replied by the Company suitably.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorrelations@futuresretail.in. Those Members 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.
7. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the Addendum Notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, April 13, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Addendum Notice and holding shares as of the cut-off date i.e. Wednesday, April 13, 2022 may follow steps mentioned in the Addendum Notice of the Meeting under "Access to NSDL e-Voting system".

Sd/-

**Shailesh Haribhakti**  
Chairman appointed for the Meeting

Mumbai  
Dated this March 11, 2022

**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 RETAIL LIMITED... Transferor Company 4 / the Company**

**ADDENDUM 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 ADDENDUM NOTICE FOR THE MEETING OF THE EQUITY SHAREHOLDERS OF FUTURE RETAIL LIMITED CONVENED AS PER THE DIRECTIONS OF THE HON’BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH (“NCLT”)**

In this Addendum 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 Addendum Notice and this Addendum Statement shall have the same meaning as ascribed to them in the Scheme.

1. Pursuant to the order dated February 28, 2022 passed by the Hon’ble Tribunal in the Company Application No. 350 of 2021 in Company Scheme Application No. 8 of 2021 read with the order dated September 28, 2021 passed in the Company Scheme Application No. 8 of 2021 (collectively referred herein as ‘the Order’), a Meeting of the Equity Shareholders of the Company is being convened and held through video conferencing (‘VC’) / other audio visual means (‘OAVM’) on Wednesday, April 20, 2022 at 12:00 noon 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.

The copies of the Share Swap / Exchange Ratio Reports and Fairness Opinion were annexed as **Exhibit II** and **Exhibit III** respectively to the Original Notice. The link to access the said Original Notice is provided in the Addendum 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 their 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 Equity Shareholders, of the Company, voting through E-voting and Remote E-voting, agree to the Scheme.
6. In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company in favor of the Resolution for the approval of the Scheme are more than the number of votes cast by the Public Shareholders against it.
7. A copy of the Scheme as approved by the Committee of Directors as on January 23, 2021 has already been annexed to the Original Notice as **Exhibit I**. The link to access the Original Notice is provided in the Addendum Notice.
8. **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 February 18, 2022 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>	
1,99,70,34,643 equity shares of Rs. 6 each, fully paid up	11,98,22,07,858
<b>Total</b>	<b>11,98,22,07,858</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 Addendum Notice & Statement.



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 1.

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 February 18, 2022 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 Addendum 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, muccadums, 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 February 18, 2022 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 Addendum 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 AADCB1093N. 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 February 18, 2022 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 Addendum 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, lingetic, 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. The object clause as set out in the Memorandum of Association of Transferor Company 4 was altered by inserting Clause 1A and 1B in the object clause, 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 08, 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 : investrelations@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 February 18, 2022 is as under:

Particulars	Amount in Rs.
Authorised share capital	
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 Addendum 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 February 18, 2022 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 Addendum 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.
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 AAFCA1070Q. 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 February 18, 2022 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 Addendum 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, 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, Oštval 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 February 18, 2022 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 Addendum 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 February 18, 2022 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 Addendum 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, Bellasis 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 February 18, 2022 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 Addendum 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:-

1. *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.*
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.*
3. *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 - 400060



73. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 11 as on February 18, 2022 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 Addendum 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 TEXCOT 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 February 18, 2022 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 of this Addendum 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:-

1. *To carry on the business of NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED to organize trading of Fabrics, 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 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 February 18, 2022 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 this Addendum Notice & 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:-
- 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 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 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.*
  - 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.*
  - 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 AAACO8406H. 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 14 in the last five (5) years.
94. The authorized, issued, subscribed and paid-up share capital of the Transferor Company 14 as on February 18, 2022 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
<b>60,00,000 preference shares of Re. 1 each</b>	<b>60,00,000</b>
<b>Total</b>	<b>19,68,00,000</b>
Issued, subscribed and paid up share capital	
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 Addendum 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:-
- 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 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.*
  - 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.*
  - 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.*
  - 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 AAECP2840C. 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 February 18, 2022 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 Addendum 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.
  11. 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.*

12. *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 February 18, 2022 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 Addendum 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") 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 February 18, 2022 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 Addendum 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:-
- 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.*
  - 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 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 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 February 18, 2022 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 Addendum 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 February 18, 2022 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 Addendum 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 February 18, 2022 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 Addendum 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 hostery 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 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 February 18, 2022 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 Addendum 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 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 February 18, 2022 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 Addendum 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.

## **9. BACKGROUND OF THE SCHEME**

This Scheme, *inter alia*, 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.

## **10. 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).

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

11.1 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 shareholders are requested to read the entire text of the Scheme annexed to the Original Notice to get fully acquainted with the provisions thereof. The link to access the Original Notice is provided hereinabove.**

## **12. 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.

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

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



13.3 The post-scheme capital structure of the Transferee Company (considering the pre-scheme capital as on February 18, 2022) 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>	
12,20,96,40,890 equity shares of Rs. 2 each, fully paid up	24,41,92,81,780
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>24,49,80,48,124</b>
<b>Paid up share capital</b>	
12,20,85,85,717 equity shares of Rs. 2 each, fully paid up	24,41,71,71,434
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>24,49,59,20,792</b>

**Notes:**

- 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.

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

#### 14. PRE AND POST SCHEME SHAREHOLDING PATTERN

14.1 The pre-scheme shareholding pattern of the Transferor Companies, the Transferee Company, RRVL & RRVL WOS as on February 18, 2022 is annexed as **“Exhibit VIII A”**.

14.2 The post-scheme shareholding pattern of the Transferee Company, RRVL and RRVL WOS is annexed as **“Exhibit VIII A”**.

14.3 The Transferor Companies shall stand dissolved without winding up and shall cease to exist upon the Scheme becoming effective.

#### 15. INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

15.1 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.

15.2 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 A”**.

#### 16. EFFECT OF SCHEME ON STAKEHOLDERS

16.1 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 were enclosed to the Original Notice as **Exhibit VI** and the same can be accessed at the link provided hereinabove.

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 August 29, 2020, pursuant to the provisions of Section 232(2)(c) of the Act which were enclosed to the Original Notice as **Exhibit VI** and the same can be accessed at the link provided hereinabove.



### 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.

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

17.1 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 were already enclosed to the Original Notice and the same can be accessed at the link provided hereinabove.

17.2 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 were already enclosed to the Original Notice and the same can be accessed at the link provided hereinabove.

17.3 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.

17.4 As per comments as contained in the above Observation Letters, following information / documents are given in this statement:

17.4.1. The disclosure of proceedings pending before SEBI against the Parties, promoter / promoter group and directors of each of the Parties 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 April 1, 2022.

17.4.2. 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 matter at the City Sessions Court, Mumbai, the SEBI Special Judge passed an Order and the delay in filing the complaint for the offence under Section 11C (6) of the SEBI Act, 1992 is condoned and allowed the complaint to be registered as a Special SEBI case. Accordingly, SEBI Miscellaneous Application No.13 of 2016 was disposed of.

17.4.3. 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.
- The then promoter and promoter group of RIL have paid the penalty under protest and have filed an appeal before the Securities Appellate Tribunal against the order dated April 7, 2021.

17.4.4. Further, SEBI has issued a show cause notice dated December 22, 2021 inter alia to RIL asking it to show cause as to why inquiry should not be held against it in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 15I of the SEBI Act, 1992 for alleged violation of Principle No. 4 under Schedule A – Principles for Fair Disclosure of UPSI read with Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation 30(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The alleged violations, if established, will make RIL liable for monetary penalty (of not less than Rs. 1 lakh and which may extend to maximum of Rs. 1 crore) under Section 15HB of the SEBI Act, 1992. RIL has filed reply to this show cause notice.

17.4.5. 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.

17.4.6. 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.

17.4.7. Updates in respect of 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 A** to this Addendum Notice & Addendum Statement. Exhibit VII A is an addendum to the Exhibit VII of the Original Notice and should be read together with Exhibit VII of the Original Notice.

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

**A. THE FOLLOWING ARE THE UPDATES ON THE ARBITRATION PROCEEDINGS INITIATED**

**BY AMAZON.COM NV INVESTMENT HOLDINGS LLC (“AMAZON”) AS DISCLOSED IN THE ORIGINAL NOTICE:**

- I. SIAC/Arbitral Tribunal:** Subsequent to update given in the above referred notice upto 20.08.2021, The Arbitral Tribunal passed the partial Award on 20.10.2021 rejecting the Jurisdictional Objections filed by FRL under Section 16 of the Arbitration and Conciliation Act, 1996. On 21.10.2021, the Arbitral Tribunal passed the partial Award rejecting the Respondent’s Application for setting aside the EA Award and also rejecting the Application seeking ad-interim reliefs.
- II. Main Proceedings before the Arbitral Tribunal:** Subsequent to update given in the above referred notice upto 07.10.2021, the Parties filed the statements of their respective witnesses and replies thereto. Main proceedings were held from 01.11.2021 to 05.11.2021. Subsequent to this, Witness statements of Experts of Amazon, Rebuttal Witness Statements of Experts of FRL and FCPL were also filed followed by Joint reports by these Experts. Further, FRL and FCPL filed applications before Arbitration Tribunal on 23.12.2021 for termination of arbitration proceedings in view of the Order of Competition Commission of India dated 17.12.2021. However, The Arbitration Tribunal disregarded the termination applications of FRL and FCPL and directed to go ahead with the Second Tranche hearing between 05.01.2022 and 08.01.2022. However, Second Tranche hearing was stalled in view of the Order of the Division Bench of Delhi Court dated 05.01.2022. Currently, the Arbitration proceedings are stayed.
- III. Suit before Delhi High Court – COM. Suit No. 493 of 2020 A/W I.A. 10376 OF 2020:** Subsequent to update given in the above referred notice upto 26.07.2021, the matter is now adjourned to 15.03.2022.
- IV. Amazon’s Appeal from the Suit Judgement – FAO (OS) (COMM) No. 07 of 2021:** Subsequent to update given in the above referred notice upto 31.08.2021, the appeal is now adjourned to 22.03.2022.
- V. Amazon’s Petition for Execution of the EA Order - OMP (ENF) (COMM) 17 of 2021:** Subsequent to update given in the above referred notice upto 16.09.2021, the SLP Nos. 13547 – 13548 & 13556 – 13557 of 2021 have been adjourned to 30.03.2022.
- VI. FRL’s Appeal from status quo Order – FAO (OS) (COMM) NO. 21 of 2021:** In view of the judgment rendered by the Supreme Court in Civil Appeal Nos. 4492-4497 of 2021 dated 06.08.2021, these appeals were dismissed.
- VII. FCPL & Promoters and FRL’s Appeal from the Reasoned Status Quo Order – FAO(OS) (COMM) 50 of 2021 & 51 of 2021:** In view of the judgment rendered by the Supreme Court in Civil Appeal Nos. 4492-4497 of 2021 dated 06.08.2021, these appeals were dismissed.
- VIII. FCPL & Promoters and FRL’s SLP from the Status Quo Order and Reasoned Order – SLP No. 13547 – 13548 of 2021 & 13556 – 13557 of 2021:** Subsequent to update given in the above referred notice upto 09.09.2021, the SLPs were disposed off and the Status Quo and the Reasoned Status Quo Orders were set aside on 01.02.2022 and the matters were remanded back to the Delhi High Court for following reasons:
  - a. The Status Quo Order and the Reasoned Status Quo Order were passed without giving any opportunity to FCPL & Promoters and FRL, hence against principles of natural justice;
  - b. There was no wilfull breach made by FCPL & Promoters and FRL.

Further, the Supreme Court passed a judgment granting liberty to FRL to approach the Delhi High Court for permission to conduct further steps in relation to the Scheme beyond the stage of holding the meetings of shareholders and creditors.
- IX. Company Application No. CA (CAA) 8/MB/2021 before the NCLT, Mumbai Bench:** Subsequent to update given in the above referred notice upto 28.09.2021, the Transferor Companies and Transferee Company to the Scheme filed Application before the NCLT, Mumbai bench on 02.11.2021 for rescheduling the meetings of their shareholders and creditors between 26.11.2021 to 29.11.2021. Thereafter, Amazon had also filed an Application praying for dismissing the FRL’s Application for conducting the meetings in view of the Arbitral Tribunal’s Order dated 21.10.2021. on 08.11.2021, the NCLT reserved the Application of FRL for rescheduling the meetings as well as the Application filed by Amazon for Orders. NCLT also directed that no meetings to be held until final order is pronounced on the Applications. On 22.02.2022, NCLT was apprised of the Supreme Court order dated 15.02.2022. After hearing all parties, NCLT passed an Order on 28.02.2022 in Company Application No.CA (CAA)/ 8/ MB/ 2021 and directed all Transferor Companies and Transferee Company to the Scheme to hold the meetings of their respective shareholders and creditors between 20.04.2022 and 23.04.2022. NCLT also dismissed the intervening application of Amazon.

**B. THE FOLLOWING ARE SUBSEQUENT APPLICATIONS/ APPEALS/ PETITIONS INITIATED AND TO BE READ WITH THE DISCLOSURE CONTAINED IN THE ORIGINAL NOTICE:**

**I. Amazon’s Application before the Supreme Court**

On 19.10.2021, Amazon filed an Interim Application before the Supreme Court seeking (i) setting aside the order passed by the NCLT dated 28.09.2021 allowing the meeting of the shareholders and creditors as being in violation of the order dated 09.09.2021 (ii) stay of the operation of the said Order of the NCLT, Notice

of meetings dated 11.10.2021 issued by FRL and restraining the convening and conduct of any meeting pertaining to FRL, pending the disposal of the present Petition. The said application has been withdrawn by Amazon on 23.11.2021.

## **II. FRL's Appeal before the Delhi High Court against the Orders of Arbitration Tribunal**

On 27.10.2021, FRL filed an appeal being Arbitration Appeal No. 64 of 2021 before Delhi High Court against the impugned order dated 21.10.2021 passed by SIAC on the Application of FRL to vacate the Interim Award of the Emergency Arbitrator. The reliefs claimed by FRL were:

- a. Staying and setting aside the operation of the Impugned order of EA;
- b. Alternatively, allowing FRL to conduct the meeting of the shareholders and creditors

The Delhi High Court pronounced the Order whereby the application filed by FRL for urgent ad-interim / interim reliefs were rejected. The parties were also directed to file their replies and rejoinders. The matter is adjourned to 22.03.2022.

## **III. FRL'S Appeal Before the Supreme Court against the Order of High Court**

On 08.11.2021, FRL filed a SLP before Supreme Court a being SLP (Diary) No. 26827 of 2021 against the Interim Order dated 29.10.2021 passed by the Delhi High Court in Arbitration Appeal No. 64 of 2021. Further, FCPL and the Promoters also filed an appeal before the Supreme Court of India being SLP (Diary) No. 26818 of 2021. The SLP was disposed off by the Supreme Court on the ground that the Order dated 29.10.2021 passed by the Delhi High Court in Arbitration Appeal No. 64 of 2021 was passed without non consideration of the orders dated 22.02.2021 and 09.09.2021 passed by the Supreme Court. Hence, the Order dated 29.10.2021 passed by Delhi High Court was set aside. Further, the Supreme Court along with other matters remanded back the same to the Delhi High Court.

## **IV. Amazon's Special Leave Petition before Supreme Court of India:**

Amazon filed a SLP before the Supreme Court against the directive order of Delhi Court dated 16.11.2021. However, subsequently on 23.11.2021, Amazon prayed before to withdraw its SLP which was allowed.

## **V. SLPs before the Supreme Court of India:**

The Supreme Court heard all parties on 11.01.2022 in all SLPs which were clubbed by it and reserved its Order thereon. On 01.02.2022, the Supreme Court pronounced its Partial Order and (i) set aside the Orders passed by Single Judge dated 02.02.2021 and 18.03.2021 passed in OMP (ENF) (COMM.) No.17 of 2021 and (ii) set aside the order passed by single judge on 29.10.2021 in Arb. A. (Comm.) No.64 and 63 of 2021.

Further, on 15.02.2022, the Supreme Court also passed Further Order under all SLPs granting liberty to FRL to approach the Delhi High Court seeking continuation of the NCLT proceedings beyond the stage 8 (i.e. holding the meetings of shareholders and creditors) and requested the Single Judge of Delhi High Court to consider all the contentions raised by both the parties and pass appropriate order as to continuation of the NCLT proceedings beyond that stage and other regulatory approvals expeditiously.

## **VI. Writ Petitions before the Delhi High Court**

On 01.01.2022, FRL and FCPL filed Writ Petitions before Hon'ble Delhi High Court against the order of the Arbitration Tribunal rejecting the Application of FRL and FCPL for terminating arbitration proceedings. However, Single Judge of Delhi High Court dismissed both Writ Petitions.

## **VII. Appeals by FRL and FCPL against the Order of Single Judge of Delhi High Court:**

Aggrieved by this dismissal of Writ Petitions by Single Judge of Delhi High Court, FRL and FCPL filed appeals before the Division Bench against the Order of Delhi High Court (Single Judge). On 05.01.2022, the Division Bench heard the appeals of FRL and FCPL and adjourned the matter on 01.02.2022. Till then, it stayed the arbitration proceedings before the Arbitration Tribunal. Such Appeals were further deferred to 21.03.2022. presently, the arbitration proceedings are stayed under this Order of the Division bench of Delhi High Court.

## **VIII. Amazon's SLP(C) No.1669 – 1670/ 2022 before the Supreme Court**

On 10.01.2022, Amazon filed a SLP before the Supreme Court praying to revive the arbitration proceedings which is stayed by the Division Bench of Delhi High Court. FRL and FCPL contended that CCI had revoked its approval and hence, there is no arbitration agreement between the parties. It was further argued that the Appeal of Amazon against the order of CCI was pending before the National Company Law Appellate Tribunal ('NCLAT'). In view of this, the Supreme Court passed an order directing Parties to file applications before NCLAT for early disposal of the matter.

On 03.03.2022, Supreme Court heard the Parties and took into consideration the fact that the proceedings of the case are pending before the Single Judge of the Delhi High Court as well as the NCLAT and the disposal of which will take some time. The counsels of Amazon prayed for withholding the pronouncement of order

to enable Amazon to have an informal dialogue with FRL and FCPL to arrive at a mutual settlement. On this aspect, counsels of FRL and FCPL submitted that the arguments pending before the Delhi High Court and the NCLAT were going on and the same would not conclude for 10 days at least. Hence, there was no need for any specific order withholding the pronouncement of Order. The dialogue as suggested by counsel of Amazon could go on in the meanwhile. In view of the above, The Supreme Court did not see any reason to pass any order in that regard. However, Supreme Court also held that the Parties were at liberty to make a mention before it if any situation arises to the settlement and listed the matter on 15.03.2022.

**17.4.9. Disclosure of other legal disputes**

**A. THE FOLLOWING ARE THE UPDATES ON THE OTHER LEGAL DISPUTES AS DISCLOSED IN CLAUSE 17.4.7 OF THE ORIGINAL NOTICE IN THE MATTER OF CATALYST TRUSTEESHIPS LIMITED:**

**i. Commercial Suit No. 189 of 2021 before the Delhi High Court:** Subsequent to update given in the above referred notice upto 20.07.2021, the Parties filed the written submissions before the Delhi High Court. Presently, the case is pending arguments.

**ii. Company Petition No. 887 of 2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):** Subsequent to update given in the above referred notice upto 12.08.2021, the Parties argued before the NCLT on various dates. Presently, the case is pending arguments.

**B. THE FOLLOWING ARE SUBSEQUENT APPLICATIONS/ APPEALS/ PETITIONS INITIATED AND TO BE READ WITH THE DISCLOSURE CONTAINED UNDER CLASUE 17.4.7. OF THE ORIGINAL NOTICE:**

**i. Inter-locutory Application filed by Catalyst Trusteeships Limited ('Catalyst') in the Company Application No.CA(CAA)/8/MB/2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):**

On 11.01.2021, Catalyst filed an Inter-locutory application in the Company Application No.CA (CAA)/8/MB/2021 challenging the conduct of FLFL while issuing notice to the creditors of the meetings convened by NCLT and which caused prejudice to the Applicant. The Application of Catalyst prayed, inter alia, that the NCLT to give directions to FLFL to recognize the debt payable to the Applicant by FLFL and classifying the debt in the Scheme. On 24.02.2022, NCLT heard all parties and reserved its order on Company Application No.CA (CAA)/8/MB/2021. On 04.03.2022, the Application filed by Catalyst was heard and is now reserved for Orders.

**ii. Inter-locutory Applications No.348 and 349 of 2021 filed by A-ion Investments Private III Limited ('Aion') and IDBI Trusteeship Services Limited ('IDBI') in the Company Application No.CA(CAA)/8/MB/2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):**

On 01.11.2021, Aion and IDBI filed Inter-locutory applications in the Company Application No.CA(CAA)/8/MB/2021 seeking leave to file an application in the disposed Company Application No.CA(CAA)/8/MB/2021. Future Enterprises Limited ('FEL') filed its reply before NCLT followed by the rejoinder filed by IDBI. On 24.02.2022, NCLT heard all the parties and reserved its order on Company Application No.CA (CAA)/8/MB/2021. On 28.02.2022, NCLT passed an order directing all Transferor Companies and Transferee Company to hold their meetings of shareholders and creditors. NCLT also deferred the inter locutory applications filed by Aion and IDBI on 15.03.2022.

**iii. Inter-locutory Application filed by EARC Trust SC-397 ('EARC'), EW Special Opportunities Fund II Pte. Ltd. ('EW') and EC Holdings Pte. Ltd. ('EC') in the Company Application No.CA(CAA)/8/MB/2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):**

On 02.11.2021, EARC, EW and EC filed an inter locutory Application No.355 of 2021 before the NCLT in the Company Application No.CA (CAA)/8/MB/2021 praying, inter alia, (i) to recall/ modify the Order of NCLT dated 28.09.2021 to the limited extent of issuing directions to FLFL to give notice and explanatory statement to the notice of the meeting of secured creditors of FLFL to EARC, EW and EC (ii) to permit the EARC, EW and EC to participate and vote at the meeting of the secured creditors of FLFL. The parties filed their replies and rejoinder with NCLT. On 24.02.2022, NCLT heard all the parties and reserved its order in Company Application No.CA (CAA)/8/MB/2021. On 28.02.2022, NCLT passed an order directing all Transferor Companies and Transferee Company to hold their meetings of shareholders and creditors. NCLT also deferred the inter locutory application filed by EARC, EW and EC on 25.03.2022.

**iv. Inter-locutory Application filed by IDBI Trusteeship Services Limited ('IDBI') in the Company Application No.CA(CAA)/8/MB/2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):**

On 02.11.2021, IDBI filed an inter locutory Application No.354 of 2021 before the NCLT in the Company Application No.CA (CAA)/8/MB/2021 praying, inter alia, (i) to recall/ modify the Order of NCLT dated



28.09.2021 by issuing directions to Ojas to give notice and explanatory statement to the notice of the meeting of secured creditors of Ojas to IDBI (ii) to permit IDBI to participate and vote at the meeting of the secured creditors of Ojas. The parties filed reply and rejoinder before NCLT. On 24.02.2022, NCLT heard all the parties and reserved its order on Company Application No.CA (CAA)/8/MB/2021. On 28.02.2022, NCLT passed an order directing all Transferor Companies and Transferee Company to hold their meetings of shareholders and creditors. NCLT also deferred the inter locutory application filed by IDBI on 25.03.2022.

**v. Inter-locutory Application filed by Kotak Mahindra Asset Management Company Limited ('Kotak') in the Company Application No.CA(CAA)/8/MB/2021 before the National Company Law Tribunal, Mumbai Bench ('NCLT'):**

On 12.10.2021, Kotak Fund filed an inter locutory Application No.347 of 2021 before the NCLT in the Company Application No.CA (CAA)/8/MB/2021 praying NCLT, inter alia, (i) to direct FLFL to include liability towards the Kotak Fund as a distinct line item in Annexure A to the Schedule IV to the Scheme and continuing obligations of Reliance; (ii) to direct FLFL to ensure that the Scheme does not include any terms which are inconsistent with the terms of the Debenture Trust Deed; (iii) to direct consequential changes to be made to the Scheme; and (iv) to direct FLFL to redeem NCDs as an alternate to prayer (i) to (iii). FLFL also filed its reply before NCLT. On 24.02.2022, NCLT heard all the parties and reserved its order on Company Application No.CA (CAA)/8/MB/2021. On 28.02.2022, NCLT passed an order directing all Transferor Companies and Transferee Company to hold their meetings of shareholders and creditors. On 04.03.2022, the Application filed by Kotak was heard and is now reserved for Orders.

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

By an order dated 18th October 2021, CAA No. 9 of 2021 was allowed and both Reliance Retail Ventures Limited and Reliance Retail and Fashion Lifestyle Limited were, inter alia, directed to hold meetings of their respective equity shareholders. Both Reliance Retail Ventures Limited and Reliance Retail and Fashion Lifestyle Limited have pursuant to complying with the directions contained in the said order dated 18th October 2021, filed a company petition with the NCLT, inter alia, seeking sanction of the Scheme.

1. Amazon had filed an intervention application, being IA-41 of 2021 in CAA 9 of 2021. The intervention application, being IA-41 of 2021 was dismissed vide order dated 18th October 2021 passed in CAA No. 9 of 2021.

17.5. 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 and against Transferor Company No. 4 in Hon'ble Delhi High Court for various matters pertaining to or arising out of dispute with Amazon including Orders passed therewith
  - o Various suits filed by and against Transferor Company No. 4 in Hon'ble Supreme Court for various matters pertaining to or arising out of dispute with Amazon including Orders passed therewith
  - o Intervention application filed by Amazon before the Tribunal in Company Scheme Application No. CAA 8 of 2021
  - o The Arbitration proceedings (including various orders) before Emergency Arbitrator/ Arbitral Tribunal in the SIAC Arbitration No. 960 of 2020
  - 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 with respect to the Scheme

**18. GENERAL**

18.1. The amount due from the Transferor Companies, the Transferee Company, RRVL and RRVL WOS to their respective Unsecured Creditors as on January 31, 2022 is annexed as "Exhibit-X A".

18.2. The Composite Scheme does not envisage any capital / debt restructuring.

18.3. 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.

18.4. 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.

- 18.5 A copy of the Scheme has been filed by the Company with the Registrar of Companies, Mumbai, Maharashtra .
- 18.6. 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 A”**.
- 18.7. The details of the Board of Directors of the Transferor Companies and the Transferee Company, RRVL and RRVL WOS in respect of voting on the resolution concerning the Scheme are already given in the Original Notice.
- 18.8. 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 December 31, 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 January 31, 2022 is annexed as **“Exhibit XII A”**.
- 18.9. 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 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.

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.futureretail.co.in](http://www.futureretail.co.in).

- 18.10. 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 enclosed to the Original Notice as **“Exhibit VI”** and the same can be accessed at the link provided hereinabove.
- 18.11. 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:
- (i) 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;
  - (ii) Copy of the order passed by the Hon'ble Tribunal in Company Application No. 350 of 2021 in Company Scheme Application No. C.A. (CAA) 8 / MB/ 2021 dated February 28, 2022.

- (ii) Copy of the Memorandum and Articles of Association of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS;
  - (iv) 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.
  - (v) 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;
  - (vi) Copy of the Scheme.
  - (vii) Certificate issued by Saffron Capital Advisors Private Limited, SEBI Registered Merchant Bankers, certifying the accuracy and adequacy of disclosures made in **Exhibit-VII A**.
- 18.12. A copy of the 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 Equity Shareholders.

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

Mumbai  
Dated this March 11, 2022

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

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "Document") contains the applicable information pertaining to the unlisted company, Futurebazaar India Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "Transferor Companies") & Future Enterprises Limited (the "Transferee Company" or "FEL") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("RRFL") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("Stock Exchanges").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**FUTUREBAZAAR INDIA LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India		
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b>	+91 22 4055 2200
<b>E-mail:</b>	<a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b>	N.A.
		<b>CIN:</b>	U51900MH2006PLC159197

**PROMOTER OF THE COMPANY**

1. Future Enterprises Limited (FEL), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Rakesh Biyani	Director	<p>Mr. Rakesh Biyani, aged 49 Years is the Non – Executive Director of our Company. He has 27 years of experience in the Corporate sector.</p> <p><b>Other current directorships:</b> Future Retail Limited Future Supply Chain Solutions Limited, Umber Properties Private Limited, Parvat View Properties Private Limited, Ryka Commercial Ventures Private Limited, Radha Multitrading Private Limited, Saachi Multitrading Private Limited, Futurebazaar India Limited, Future Value Retail Limited, Umber Properties Private Limited, Future Supply Chain Solutions Limited, Saachi Multitrading LLP, Radha Multitrading LLP, Brahmabrata Trading LLP, Biyani Capital Resources LLP, GSR Capital Resources LLP.</p>
2.	Purushottam Divnale	Director	<p>Mr. Purshottam Divnale, aged 50 Years is the Non – Executive Director of our Company. He has 22 years of experience in the Corporate sector.</p> <p><b>Other current directorships:</b></p> <p>Future E-Commerce Infrastructure Limited, Iskrupa Mall Management Company Private Limited, Nufuture Digital (India) Limited, Future Media (India) Limited</p>
3.	Deepak Mahansaria	Director	<p>Mr. Deepak Mahansaria, aged 37 years, is the Non – Executive Director of our Company. He has 17 years of experience in the Corporate sector. He does not hold any positions in other entities.</p> <p><b>Other current directorships: NIL</b></p>



4.	Ankit Singhania	Director	Mr. Ankit Singhania, aged 30 years, is the Non – Executive Director of our Company. He has 10 years of experience in the Corporate Sector.  <b>Other current directorships:</b>  Vaanya Packaging India Private Limited, Indus-League Clothing Limited.
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## FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. In lakhs)

Particulars	Latest Stub period January 31, 2022 <sup>^</sup>	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	-	0.32	7.77	10,159.84	4,280.36	1,178.58
Net Profit/(loss) before tax and extraordinary items	-3.41	(29.98)	(22.05)	80.12	7.95	(5.13)
Net Profit /(loss) after tax and extraordinary items	-3.41	(29.98)	(22.05)	80.12	7.95	(5.13)
Equity Share Capital	1,916.00	1,916.00	1,916.00	1,916.00	1,916.00	1,916.00
Reserves & Surplus	-2,103.56	(2,100.15)	(2,070.16)	(2,048.12)	(2,128.24)	(2,136.19)
<b>Net worth</b>	-187.56	(184.15)	(154.16)	(132.12)	(212.24)	(220.19)
Basic and diluted earnings per share (Rs.)	-0.02	(0.16)	(0.12)	0.42	0.04	(0.03)
Return on net worth (%)	-0.02	(0.16)	NA	NA	NA	NA
<b>Net asset value per share (Rs.)</b>	0	(0.96)	(0.80)	(0.69)	(1.11)	(1.15)

<sup>^</sup> Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by M/s. Gupta Lodha & Co, Chartered Accountants and has also been approved by the Board in its meeting dated March 10, 2022.

## INTERNAL RISK FACTORS

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.

3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.
6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'M/s. Gupta Lodha & Co, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

#### **SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Action taken by</b>	<b>Penalty Imposed (Amount)</b>	<b>Current Status</b>
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication

4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
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*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Futurebazaar India Limited**



Name: Purushottam Divnale  
Designation: Director  
Date: March 11, 2022  
Place: Mumbai



**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Acute Retail Infra Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**ACUTE RETAIL INFRA PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U70100MH2005PTC151972

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ position held in other firms</i>
1.	Jayesh Merchant	Non-Executive Director	Mr. Jayesh Merchant, aged 51 years is Non-Executive Director of our Company. He has 25 years of experience in Corporate sector. He does not hold any positions in other entities.  <b>Other current directorships:</b> Ishbhoomi Fabtraders Private Limited, Hypercity Retail (India) Limited, Kaa Vee Retail Infra Private Limited, Anika Merchants & Traders Private Limited
2.	Bhavesh Wadhel	Non-Executive Director	Mr. Bhavesh Wadhel, aged 33 years is Non-Executive Director of our Company. He has 10 years of experience in corporate sector. He does not hold any positions in other entities.  <b>Other current directorships: Nil</b>
3.	Vinod Yadav	Non-Executive Director	Mr. Vinod Yadav, aged 35 years is the Non – Executive Director of our Company. He has 10 years of experience in corporate sector.  <b>Other current directorships:</b> Syntex Trading & Agency Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited

**FINANCIALS**

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:

Particulars	^Latest stub period January 31, 2022	<b>(Rs. in lakhs)</b>				
		<i>FY 2021 (Last audited financial year)</i>	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	529.19	113.52	113.52	8,391.19	4,508.70	6,045.16

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Net profit/(Loss) before tax and extraordinary items	(2,186.48)	(3,133.67)	(5,980.80)	50.25	(844.93)	(718.71)
Net profit/(Loss) after tax and extraordinary items	(2,186.48)	(4,124.41)	(5,997.75)	203.62	(1,206.32)	(739.72)
Equity share capital	109.00	109.00	109	109	109	109
Reserves and surplus	(7,377.45)	(5,190.96)	(1,066.56)	4,931.19	4,680.41	5,886.73
Net worth	(7,268.45)	(5,081.97)	(957.56)	5,040.19	4,789.41	5,995.73
Basic and diluted earnings per share (in Rs.)	(200.60)	(378.39)	(550.26)	18.68	(110.67)	(67.87)
Return on Net Worth (%)	NA	NA	NA	4.04	(25.19)	(12.34)
Net asset value per share (in Rs.)	(0.01)	(466.25)	(87.85)	462.41	439.40	550.08

#### SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication

	Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending

	noise and pollution, causing damage to the environment and human being			
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending



	compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)			
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*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Directors of Acute Retail Infra Private Limited**




Name: Vinod Yadav  
 Designation: Director  
 Date: March 11, 2022

Place: Mumbai, Maharashtra, India

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

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*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**BASUTI SALES AND TRADING PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U51101MH2016PTC274827

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Time / Whole Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Amit Acharekar	Director	Mr. Amit Chandrakant Acharekar, aged 40 years is Non-Executive Director of our Company. He has 16 years of experience in Corporate sector.  <b>Other current directorships:</b> Nice Texcot Trading & Agency Private Limited, Suhani Mall Management Company Private Limited
2.	Amit Kadam	Director	Mr. Amit Kadam, aged 40 years is Non-Executive Director of our Company. He has 17 years of experience in Corporate sector.  <b>Other current directorships:</b> Cosmolift Consumer Products Private Limited, Vulcan Express Private Limited, Idiom Design and Consulting Limited, Fairvalue Advisors Private Limited, RSCL Trading Private Limited, Future 7-India Convenience Limited

**FINANCIALS**

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. In lakhs)

<b>Particulars</b>	<b><sup>^</sup>Latest Stub period January 31, 2022</b>	<b>FY 2021 (Last audited financial year)</b>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>	<b>FY 2017</b>
Total income from operations (net)	3600.00	5,332.10	20,516.63	19,860.90	13,785.79	-
Net profit/(Loss) before tax and extraordinary items	(1701.32)	(5030.22)	(9,137.45)	101.01	64.08	0.83
Net profit/(Loss) after tax and extraordinary items	(1701.32)	(5030.22)	(9,137.45)	72.91	44.86	0.56
Equity share capital	1.00	1.00	1.00	1.00	1.00	1.00
Reserves and surplus	(15,700.47)	(13,999.15)	(9,019.13)	118.32	45.42	0.56

Net worth	(15,699.47)	(13,998.15)	(9,018.13)	119.32	46.42	1.56
Basic and diluted earnings per share (in Rs.)	(17,013.2)	(50302.2)	(91,374.54)	729.09	448.56	5.60
Return on Net Worth (%)	NA	NA	NA	61.10	96.64	35.90
Net asset value per share (in Rs.)	(1,56,994.70)	(1,39,377.50)	(90,181.30)	1,193.20	464.20	15.60

*^Financials for FY 2021 and unaudited reviewed financial results for the period ended January 31, 2022 have been certified by Gupta Lodha & Co, Chartered Accountants, and have also been approved by the Board in its meeting dated March 10, 2022.*

## INTERNAL RISK FACTORS

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.
6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'M/s. Gupta Lodha & Co, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

## SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication



	various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending

	"neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being			
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act,	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).			
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

**Note**

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Basuti Sales and Trading Private Limited**

Amit Kadam



Name: Amit Kadam  
Designation: Director  
Date: March 11, 2022  
Place: Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Brattle Foods Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**BRATTLE FOODS PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	2nd Floor, Umang Tower, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India		
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b>	+91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b>	U15490MH2010PTC281788

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.



Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Atul Semwal	Non-Executive Director	<p>Mr. Atul Semwal aged 43 years is Non-Executive Director of our Company. He has 19 years of experience in Corporate sector. He does not hold any positions in other entities.</p> <p><b>Other current directorships: Nil</b></p>
2.	Arun Madanlal Agrawal	Non-Executive Director	<p>Mr. Arun Madanlal Agrawal, aged 57 years is Non-Executive Director of our Company. He has 24 years of experience in Corporate sector.</p> <p><b>Other current directorships:</b> U-Phase Infraprojects Private Limited, Fabsin Trading and Agency Private Limited, Nice Texcot Trading &amp; Agency Private Limited, Rampal Trading Private Limited, Hare Krishna Operating Lease Private Limited , Illusie Produkt Private Limited</p>
3	Alok Tiwary	Non-Executive Director	<p>Mr. Alok Tiwary, aged 40 years is the Non – Executive Director of our Company. He has 15 years of experience in corporate sector.</p> <p><b>Other current directorships:</b> Galaxy Mega Food Park Private Limited, Rain Fruits and More Private Limited, Niyman Mall Management Company Private Limited, Nishta Mall Management Company Private Limited, Harmony Malls Management Private Limited, Ojas Tradelease and Mall Management Private Limited, Sport Direct Distribution Private Limited, Taquito Lease operators Private Limited</p>

## FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. in lakhs)

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	317.00	-	2,433.81	1,684.85	1,686.24	2,088.11
Net profit/(Loss) before tax and extraordinary items	(1132.66)	(1,599.25)	(1,068.05)	(917.97)	(1,694.22)	2.04
Net profit/(Loss) after tax and extraordinary items	(1132.66)	(1,599.25)	(1,986.44)	(789.50)	(1,269.52)	1,572.36
Equity share capital	925.32	925.32	922.58	922.58	922.58	922.58
Reserves and surplus	(2734.92)	(1,602.27)	(3.02)	1,983.41	2,772.91	4,042.43
<b>Net worth</b>	(1809.60)	(676.95)	919.56	2,905.99	3,695.49	4,965.01
Basic and diluted earnings per share (in Rs.)	(12.28)	(17.34)	(21.54)	(8.56)	(13.76)	17.05
Return on Net Worth (%)	NA	NA	NA	(27.17)	(34.35)	31.67
<b>Net asset value per share (in Rs.)</b>	(-19.61)	(7.34)	9.97	31.50	40.06	53.83

### SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Action taken by</b>	<b>Penalty Imposed (Amount)</b>	<b>Current Status</b>
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in	Matter is pending for adjudication

	crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.		advance an amount of Rs. 14,59,96,961/- with DRI.	
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)			
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*



The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Directors of Brattle Foods Private Limited**



Name: Alok Tiwary  
Designation: Director  
Date: March 11, 2022

Place: Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("**Disclosure Document**"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Chirag Operating Lease Co. Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

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*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**CHIRAG OPERATING LEASE CO. PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India		
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b>	+91 22 4055 2200
<b>E-mail:</b>	<a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b>	N.A.
		<b>CIN:</b>	U71200MH2014PTC255886

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation (Independent/ Whole Time / Executive/ Nominee)	Experience including current/ past position held in other firms
1.	Ashok Sarda	Non-Executive Director	Mr. Ashok Sarda , aged 62 years is the Non-Executive Director of our Company. He has 39 years of experience in Corporate Sector.  <b>Other current directorships:</b> Kyal Trading Private Limited, Chartered Traders Private Limited, Precision Realty Developers Private Limited
2.	Vijai Singh Dugar	Non-Executive Director	Mr. Vijai Singh Dugar, aged 69 years is the Non - Executive Director of our Company. He has 45 years of experience in Corporate sector.  <b>Other Current directorships:</b> Future Market Networks Limited, Travel News Services (India) Private Limited, Suhani Mall Management Company Private Limited, Future Trade Markets Private Limited, Rachika Trading Limited, Syntex Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, , Precision Realty Developers Private Limited, Indus-League Clothing Limited
3.	Vinod Yadav	Non-Executive Director	Mr. Vinod Yadav, aged 35 years is the Non – Executive Director of our Company. He has 10 years of experience in Corporate sector.  <b>Other Current directorships:</b> Syntex Trading & Agency Private Limited, Acute Retail Infra Private Limited and Hare Krishna Operating Lease Private limited

**FINANCIALS**

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
Rs. in lakhs

Particulars	Latest Stub period	FY 2021 (Last audited	FY 2020	FY 2019	FY 2018	FY 2017

	<i>January 31, 2022</i>	<i>financial year</i>				
Total income from operations (net)	65.00	-	-	-	-	-
Net profit/(Loss) before tax and extraordinary items	(1,817.54)	(2,458.90)	(6.65)	(1.04)	(0.31)	(0.66)
Net profit/(Loss) after tax and extraordinary items	(1,817.54)	(2,458.90)	(6.65)	(1.04)	(0.31)	(0.66)
Equity share capital	1.00	1.00	1.00	1.00	1.00	1.00
Reserves and surplus	(4,292.55)	(2,475.01)	(16.11)	(9.45)	(8.41)	(8.10)
Net worth	(4,291.55)	(2,474.01)	(15.11)	(8.45)	(7.41)	(7.10)
Basic and diluted earnings per share (in Rs.)	(18,175.42)	(24,589.00)	(66.54)	(10.44)	(3.11)	(6.58)
Return on Net Worth (%)	0.42	0.99	NA	NA	NA	NA
Net asset value per share (in Rs.)	(0.42)	(0.24)	(151.06)	(84.51)	(74.08)	(70.96)

#### **SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

#### **Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
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1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication

4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending



	punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)			
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Chirag Operating Lease Co. Private Limited**



Name: Vinod Yadav  
Designation: Director  
Date: March 11, 2022

Place: Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("**Disclosure Document**"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Hare Krishna Operating Lease Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**HARE KRISHNA OPERATING LEASE PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U71290MH2016PTC272636

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Ajay Rajaram Gurav	Non- Executive Director	Mr. Ajay Rajaram Gurav aged 49 years, is the Non-Executive Director of our Company. He has 22 years of experience in Corporate Sector.  <b>Other current directorships:</b> Syntex Trading & Agency Private Limited
2.	Arun Madanlal Agrawal	Non-Executive Director	Mr. Arun Madanlal Agrawal, aged 57 years is Non-Executive Director of our Company. He has 24 years of experience in Corporate sector.  <b>Other Current directorships:</b> Brattle Foods Private Limited, Fabsin Trading And Agency Private Limited, Nice Texcot Trading & Agency Private Limited, Rampal Trading Private Limited, Iskrupa Mall Management Company Private Limited, Rivaaz Trade Ventures Private Limited and Illusie Produkt Private Limited.
3	Vinod Yadav	Non-Executive Director	Mr. Vinod Yadav, aged 34 years is the Non – Executive Director of our Company. He has 10 years of experience in Corporate sector.  <b>Other Current directorships:</b> Syntex Trading & Agency Private Limited, Acute Retail Infra Private Limited and Chirag Operating Lease Co. Private Limited.

**FINANCIALS**

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
Rs. in lakhs

<b>Particulars</b>	<b>Latest Stub period January 31, 2022</b>	<b>FY 2021 (Last audited financial year)</b>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>	<b>FY 2017</b>
Total income from operations (net)	-	-	Nil	Nil	Nil	Nil
Net profit/(Loss) before tax and extraordinary items	(1,195.32)	(1,784.29)	(1860.21)	(0.23)	(0.26)	(0.95)
Net profit/(Loss) after tax and extraordinary items	(1,195.32)	(1,784.29)	(1860.21)	(0.23)	(0.26)	(0.95)
Equity share capital	1.00	1.00	1.00	1.00	1.00	1.00

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Reserves and surplus	(4,841.27)	(3,645.93)	(1861.65)	(1.44)	(1.21)	(0.95)
Net worth	(4,840.27)	(3,644.93)	(1,860.65)	(0.44)	(0.21)	0.05
Basic and diluted earnings per share (in Rs.)	(0.12)	(0.18)	(18,602.14)	(2.26)	(2.63)	(9.48)
Return on Net Worth (%)	0.25	0.49	NA	NA	NA	(1827.53)
Net asset value per share (in Rs.)	(0.484)	(0.3645)	(18,606.50)	(4.37)	(2.11)	0.52

*^ Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by S Badaya & Associates, Chartered Accountants and has also been approved by the Board in its meeting dated March 10, 2022*

## INTERNAL RISK FACTORS

### The below mentioned risks are top 6 risk factors

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.
6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'S Badaya & Associates, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

## SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels,	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication



	food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending

	installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being			
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).			
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

**Note**

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

For and behalf of Board of Hare Krishna Operating Lease Private Limited



Name: Vinod Yadav  
Designation: Director  
Date: March 11, 2022

Place: Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Nice Texcot Trading & Agency Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

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You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	2nd Floor, Umang Tower, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U51909MH2017PTC293564

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Amit Acharekar	Director	Mr. Amit Chandrakant Acharekar, aged 40 years is Non-Executive Director of our Company. He has 16 years of experience in Corporate sector.  <b>Other Current directorships:</b> Suhani Mall Management Company Private limited and Basuti Sales And Trading Private Limited.
2.	Vaibhav Arjun	Additional Director (Non-Executive Director)	Mr. Vaibhav Arjun, aged 49 years, he is Non-Executive Director of the Company, he has 25 years of experience in Corporate Sector.  <b>Other Current directorships:</b> Cosmolift Consumer Products Private Limited, Vulcan Express Private Limited, Future 7-India Convenience Limited, Future Media (India) Limited, Idiom Design And Consulting Limited, Fairvalue Advisors Private Limited and RSCL Trading Private Limited
3.	Arun Madanlal Agrawal	Director (Non-Executive Director)	Mr. Arun Madanlal Agrawal, aged 57 years, he is Non-Executive Director of the Company, he has 24 years of experience in corporate sector.  <b>Other Current directorships:</b> Brattle Foods Private Limited, Fabsin Trading And Agency Private Limited, Rampal Trading Private Limited, Iskrupa Mall Management Company Private Limited, Hare Krishna Operating Lease Private Limited, Rivaaz Trade Ventures Private Limited and Illusie Produkt Private Limited



## FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. in lakhs)

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	*FY 2017
Total income from operations (net)	-	-	257.73	6,091.26	3,480.73	-
Net profit/(Loss) before tax and extraordinary items	(911.33)	(1,329.18)	(2,185.88)	(2,720.50)	0.02	-
Net profit/(Loss) after tax and extraordinary items	(911.33)	(1,329.18)	(2,185.88)	(2,720.50)	0.02	-
Equity share capital	1.00	1.00	1.00	1.00	1.00	-
Reserves and surplus	(10092.06)	(9,180.73)	(7,846.63)	(5,660.75)	0.02	-
Net worth	(10091.06)	(9,179.73)	(7,845.63)	(5,659.75)	1.02	-
Basic and diluted earnings per share (in Rs.)	(9113.3)	(13,291.80)	(21,858.80)	27,205.00	0.16	-
Return on Net Worth (%)	NA	NA	NA	NA	1.54	-
Net asset value per share (in Rs.)	(100910.6)	(91,796.40)	(78,456.30)	(56,597.50)	10.16	-

*^ Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by M/s. Gupta Lodha & Co, Chartered Accountants and has also been approved by the Board in its meeting dated March 10, 2022*

## INTERNAL RISK FACTORS

### The below mentioned risks are top 6 risk factors

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income

and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.

4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.
6. Financials ended as of March 31, 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'M/s. Gupta Lodha & Co, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

#### **SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

- A. Total number of outstanding litigations against the Company and amount involved

Nil

- B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

- D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

- E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Action taken by</b>	<b>Penalty Imposed (Amount)</b>	<b>Current Status</b>
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount	Matter is pending for adjudication

	already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.		of Rs. 14,59,96,961/- with DRI.	
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)			
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Directors of NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED**



Name: Arun Madanlal Agrawal  
Designation: Director  
Date: March 11, 2022

Place: Mumbai



**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Nishta Mall Management Company Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Textcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U70100MH2004PTC148033

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation (Independent/ Whole Time / Executive/ Nominee)	Experience including current/ past position held in other firms
1.	Anil Biyani	Non-Executive Director	<p>Mr. Anil Biyani, aged 58 years is the Non-Executive Director of our Company. He has 26 years of experience in Textile industry as well as in Corporate Finance, Accounts and administration.</p> <p><b>Other current directorships:</b> Kamadgiri Fashion Limited, Future Hospitality Private Limited, Future Ideas Company Limited, Future Corporate Resources Private Limited, Anveshak Trade Enterprises LLP, Weavette Textstyles Limited, Stripes Apparels Limited, Future Corporate Resources Limited, Kavi Sales Agency Private Limited, Kavi Sales Agency LLP, Brahmabrata Trading LLP, Nu Business Ventures Private Limited</p>
2.	Vijai Singh Dugar	Non-Executive Director	<p>Mr. Vijai Singh Dugar, aged 69 years is the Non - Executive Director of our Company. He has 45 years of experience in Corporate sector.</p> <p><b>Other current directorships:</b>Future Market Networks Limited, Suhani Mall Management Company Private Limited, Future Trade Markets Private Limited, Rachika Trading Limited, Syntex Trading &amp; Agency Private Limited, Precision Realty Developers Private Limited, Chirag Operating Lease Co. Private Limited, Indus-League Clothing Limited</p>
3	Alok Bhrigu Nath Tiwary	Non-Executive Director	<p>Mr. Alok Bhrigu Nath Tiwary, aged 40 years is the Non - Executive Director of our Company. He has 15 years of experience in Corporate sector.</p> <p><b>Other current directorships:</b> Galaxy Mega Food Park Private Limited, Brattle Foods Private Limited, Niyman Mall Management Company Private Limited, Harmony Malls Management Private Limited, Ojas Tradelease And Mall Management Private Limited, Taquito Lease Operators Private Limited, Sport Direct Distribution Private Limited, Rain Fruits And More Private Limited</p>

## FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. In lakhs)

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	548.99	346.86	838.36	17,107.68	17,273.32	673.46
Net profit/(Loss) before tax and extraordinary items	(6,439.21)	(8,534.16)	(9,702.60)	145.65	89.77	10.09
Net profit/(Loss) after tax and extraordinary items	(6,258.05)	(6,886.52)	(9,768.11)	(327.46)	89.77	10.09
Equity share capital	41.79	41.79	41.79	41.79	41.79	38.31
Reserves and surplus	(14,718.45)	(8,460.40)	(366.04)	9,402.07	9,729.44	4,877.41
Net worth	(14,676.66)	(8,418.61)	(324.25)	9,443.86	9,771.24	4,915.72
Basic and diluted earnings per share (in Rs.)	(1,497.43)	(1,887.10)	(2,337.32)	(85.47)	23.43	2.63
Return on Net Worth (%)	0.43	0.96	NA	(3.47)	0.92	0.21
Net asset value per share (in Rs.)	(0.03)	(0.02)	(77.59)	2,259.73	2,338.07	1,283.03

### SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>Action taken by</b>	<b>Penalty Imposed (Amount)</b>	<b>Current Status</b>
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in	Matter is pending for adjudication

	core by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.		advance an amount of Rs. 14,59,96,961/- with DRI.	
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)			
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*



The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Nishta Mall Management Company Private Limited**



**Name:** Alok Tiwary  
**Designation:** Director  
**Date:** March 11, 2022  
**Place:** Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("**Disclosure Document**"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Ojas Trade Lease and Mall Management Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Textcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**OJAS TRADELEASE AND MALL MANAGEMENT PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U70102MH2006PTC161887

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Anand Adukia	Non-Executive Director	Mr. Anand Adukia, aged 50 years is Non-Executive Director of our Company. He has 24 years of experience in Corporate sector.  <b><u>Other current directorships: Nil</u></b>
2.	Sharad Rustagi	Non-Executive Director	Mr. Sharad Rustagi, aged 43 years is Non-Executive Director of our Company. He has 17 years of experience in Corporate sector.  <b><u>Other current directorships:</u></b> Glaxy Cloud Kitchens Limited, Nufuture Digital (India) Limited, FLFL Lifestyle Brands Limited, Hydralube Impex Private Limited, Unique Malls Private Limited, Nufuture Digital (India) Limited
3.	Alok Bhriгу Nath Tiwary	Non-Executive Director	Mr. Alok Bhriгу Nath Tiwary, aged 40 years is Non-Executive Director of our Company. He has 15 years of experience in Corporate sector.  <b><u>Other current directorships:</u></b> Galaxy Mega Food Park Private Limited, Brattle Foods Private Limited, Niyman Mall Management Company Private Limited, Harmony Malls Management Private Limited, Nishta Mall Management Company Private Limited, Taquito Lease Operators Private Limited, Sport Direct Distribution Private Limited,

**FINANCIALS**

The table on page 6 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:

<b>Particulars</b>	<b>Rs. in lakhs</b>					
	<i>Latest Stub period January 31, 2022</i>	<i>FY 2021 (Last audited financial year)</i>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>	<b>FY 2017</b>
Total income from operations (net)	99.32	119.96	391.01	17,278.31	297.33	262.06

Net profit/(Loss) before tax and extraordinary items	(4,089.12)	(5,725.88)	(5,878.36)	48.94	(1,707.96)	(2,014.91)
Net profit/(Loss) after tax and extraordinary items	(4,089.12)	(2,097.54)	(8,571.39)	(931.88)	(1,708.90)	(2,014.91)
Equity share capital	854.12	854.12	854.12	10.00	10.00	10.00
Reserves and surplus	(23,536.85)	(19,447.74)	(17,350.20)	(8,778.81)	(8,642.94)	(6,934.05)
Net worth	(22,682.73)	(18,593.62)	(16,496.08)	(8,768.81)	(8,632.94)	(6,924.05)
Basic and diluted earnings per share (in Rs.)	(47.88)	(24.56)	(100.35)	(93.19)	(1,709.00)	(2,015.00)
Return on Net Worth (%)	0.18	0.11	NA	NA	NA	NA
Net asset value per share (in Rs.)	(0.003)	(0.0001)	(193.14)	(8768.81)	(8632.94)	(6924.05)

<sup>^</sup> Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by S Badaya & Associates, Chartered Accountants and has also been approved by the Board in its meeting dated March 10,, 2022.

## INTERNAL RISK FACTORS

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'S Badaya & Associates, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

**SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication

	various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending



	of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.			
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Ojas Tradelease And Mall Management Private Limited**



**Name:** Alok Tiwary  
**Designation:** Director  
**Date:** March 11, 2022  
**Place:** Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Precision Realty Developers Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**PRECISION REALTY DEVELOPERS PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U70200MH2007PTC166932

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Damodar Tulsiram Jhawar	Non-Executive Director	Mr. Damodar Jhawar, aged 69 years is Non-Executive Director of our Company. He has 32 years of experience in Corporate sector.  <b>Other current directorships - Kindly mention as on date</b> Vayuputra Realty Private Limited, Mahabal Realty Private Limited
2.	Vijai Singh Dugar	Non-Executive Director	Mr. Vijai Singh Dugar, aged 69 years is Non-Executive Director of our Company. He has 45 years of experience in the Corporate Sector.  <b>Other current directorships - Kindly mention as on</b> Future Market Networks Limited, Suhani Mall Management Company Private Limited, Future Trade Markets Private Limited, Rachika Trading Limited, Syntex Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Chirag Operating Lease Co. Private Limited, Indus League Clothing Limited, Vayuputra Realty Private Limited
3.	Ashok Gordhandas Sarda	Non-Executive Director	Mr. Ashok Gordhandas Sarda, aged 62 years is Non-Executive Director of our Company. He has 30 years of experience in Corporate sector.  <b>Other current directorships -</b> Kyal Trading Private Limited, Chirag Operating Lease Co. Private Limited

**FINANCIALS**

The table on page 7 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. in lakhs)

<b>Particulars</b>	<i>Latest Stub period January 31, 2022</i>	<i>FY 2021 (Last audited financial year)</i>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>	<b>FY 2017</b>

Total income from operations (net)	223.36	1,953.91	210.91	14,443.01	1,7007.44	2,285.89
Net profit/(Loss) before tax and extraordinary items	(2,672.24)	(2,410.76)	(3,340.52)	250.49	127.39	96.19
Net profit/(Loss) after tax and extraordinary items	(1,945.15)	(2,288.61)	(3,352.47)	329.82	(355.50)	77.86
Equity share capital	3,335.99	3,335.99	3,335.99	3,335.99	3,335.99	2,500.00
Reserves and surplus	(7,906.54)	(5961.39)	(3,221.89)	130.58	(199.24)	123.73
Net worth	(4,570.55)	(2625.4)	114.10	3,466.58	3,136.76	2,623.73
Basic and diluted earnings per share (in Rs.)	(5.83)	(6.86)	(1.07)	1.32	(1.42)	0.31
Return on Net Worth (%)	0.43	(3.22)	(2938.19)	9.51	(11.33)	2.97
Net asset value per share (in Rs.)	0.000	0.000	0.34	10.39	9.40	10.49

#### **SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food	Local health authorities of various cities, Food Inspectors	Unascertainable	Matters are pending at various stages of adjudication

	Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	and Food Safety Officers		
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending

	territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being			
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending



	in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)			
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*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Precision Realty Developers Private Limited**





**Name:** Ashok Sarda  
**Designation:** Director  
**Date:** March 11, 2022  
**Place:** Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "Document") contains the applicable information pertaining to the unlisted company, Rivaaz Trade Ventures Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "Transferor Companies") & Future Enterprises Limited (the "Transferee Company" or "FEL") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("RRFLL") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("Stock Exchanges").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**RIVAAZ TRADE VENTURES PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	2nd Floor, Umang Tower, Mindspace, Off. Link Road, Malad (West), Mumbai 400 064, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U74999MH2012PTC232339

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Ravie Manoharlal Lalpurria	Non-Executive Director	<p>Ravie Manoharlal Lalpurria, aged 57 years is the Non – Executive Director of our Company. He has an overall experience of 27 years in Corporate sector.</p> <p><b>Other current directorships:</b> Radhe-Rhea Finance Advisors Private Limited</p>
2.	Arun Madanlal Agrawal	Non-Executive Director	<p>Arun Madanlal Agrawal, aged 57 years is the Non – Executive Director of our Company. He has an overall experience of 25 years in Corporate Sector.</p> <p><b>Other current directorships:</b></p> <ul style="list-style-type: none"> <li>a) Fabsin Trading And Agency Private Limited</li> <li>b) Rampal Trading Private Limited</li> <li>c) Hare Krishna Operating Lease Private Limited</li> <li>d) Brattle Foods Private Limited</li> <li>e) Nice Texcot Trading and Agency Private Limited</li> <li>f) Iskrupa Mall Management Company Private limited</li> <li>g) U-Phase Infraprojects Private Limited</li> <li>h) Illusie Produkt Private Limited</li> </ul>

3.	Alok Bhriгу Nath Tiwary	Additional Director	Alok Bhriгу Nath Tiwary, aged 40 years is the Non-Executive Director of our Company. He has an overall experience of 15 years in Corporate sector.  <b>Other current directorships:</b>  a) Galaxy Mega Food Park Private Limited b) Brattle Foods Private Limited c) Niyman Mall Management Company Private Limited d) Rain Fruits And More Private Limited e) Nishta Mall Management Company Private Limited f) Harmony Malls Management Private Limited g) Ojas Tradelease And Mall Management Private Limited h) Sport Direct Distribution Private Limited i) Taquito Lease Operators Private Limited
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## FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:

(Rs. in lakhs)

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	137.55	28.34	2,536.81	49,447.62	1,32,589.75	57,186.94
Net profit/(Loss) before tax and extraordinary items	(22,127.47)	(26,464.10)	(30,082.33)	777.16	891.70	309.91
Net profit/(Loss) after tax and extraordinary items	(22,127.47)	(26,499.92)	(30,084.69)	777.16	891.28	235.89
Equity share capital	40.40	40.40	40.40	1.18	1.18	1.00
Reserves and surplus	(48,724.03)	(26,596.57)	(97.57)	19,676.35	18,899.19	17,696.78
Net worth	(48,683.63)	(26,556.17)	(57)	19,678	18,900	17,698
Basic and diluted earnings per share (in Rs.)	(5,476.65)	(6,558.62)	(7,446)	6,581.63	7,548.06	2,358.86
Return on Net Worth (%)	NA	NA	NA	3.95	4.72	1.33
Net asset value per share (in Rs.)	(0.12)	(0.07)	(14.15)	1,66,645.73	1,60,064.10	1,76,977.85

<sup>^</sup> Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by S Badaya & Associates, Chartered Accountants and has also been approved by the Board in its meeting dated March 10, 2022.

## INTERNAL RISK FACTORS

The below mentioned risks are top 5 or 10 risk factors

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case

any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.

2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.
6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'S Badaya & Associates, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

#### **SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
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**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

<i>Sr. No</i>	<i>Particulars</i>	<i>Action taken by</i>	<i>Penalty Imposed (Amount)</i>	<i>Current Status</i>
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged

3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending



	employees by inspectors during visit to our store premises.			
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)			
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*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Rivaaz Trade Ventures Private Limited**




**Name:** Alok Tiwary  
**Designation:** Director  
**Date:** March 11, 2022  
**Place:** Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 (“**Addendum**”) to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 (“**Disclosure Document**”). This Addendum and the Disclosure Document (collectively the “**Document**”) contains the applicable information pertaining to the unlisted company, Syntex Trading & Agency Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the “**Transferor Companies**”) & Future Enterprises Limited (the “**Transferee Company**” or “**FEL**”) & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited (“**RRVL**”) & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited (“**RRFLL**”) & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAIN 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLSOURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) (“**Stock Exchanges**”).

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**SYNTEX TRADING & AGENCY PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad (West), Mumbai-400064, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U51909MH2016PTC287425

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

### BOARD OF DIRECTORS

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation (Independent/ Whole Time / Executive/ Nominee)	Experience including current/ past position held in other firms
1.	Ajay Rajaram Gurav	Non- Executive Director	Mr. Ajay Rajaram Gurav aged 49 years, is the Non-Executive Director of our Company. He has 22 years of experience in Corporate Sector.  <b>Other Current directorships:</b> and Hare Krishna Operating Lease Private Limited
2.	Vijai Singh Dugar	Non-Executive Director	Mr. Vijai Singh Dugar, aged 69 years is Non-Executive Director of our Company. He has 45 years of experience in the Corporate Sector.  <b>Other Current directorships:</b> Future Market Networks Limited, Travel News Services (India) Private Limited, Suhani Mall Management Company Private Limited, Future Trade Markets Private Limited, Rachika Trading Limited, Chirag Operating Lease Co. Private Limited, Nishta Mall Management Company Private Limited, Precision Realty Developers Private Limited, Indus-League Clothing Limited
3	Vinod Yadav	Non-Executive Director	Mr. Vinod Yadav, aged 34 years is the Non – Executive Director of our Company. He has 10 years of experience in Corporate sector.  <b>Other current directorships:</b> Acute Retail Infra Private Limited, Chirag Operating Lease Co. Private Limited and Hare Krishna Operating Lease Private Limited

### FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
Rs. in lakhs

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	204.00	-	510.12	19,612.39	7,846.56	3,562.32
Net profit/(Loss) before tax and extraordinary items	(7,463.62)	(9,990.74)	(17,450.45)	136.20	128.25	(62.84)
Net profit/(Loss) after tax and extraordinary items	(7,463.62)	(22,968.39)	(17,450.45)	433.13	(1,015.32)	(62.84)
Equity share capital	6575.54	6575.54	6575.54	6575.54	6575.54	1.00

Reserves and surplus	(30,547.51)	(23,083.87)	(115.19)	17,553.27	16,902.14	16,643.40
Net worth	(23971.97)	(16508.33)	6460.35	24128.81	23477.68	16,644.40
Basic and diluted earnings per share (in Rs.)	(0.75)	(2.30)	(1,74,505.00)	4,331.00	(10,153.00)	628.00
Return on Net Worth (%)	NA	NA	(270.11)	1.79	(4.32)	(0.38)
Net asset value per share (in Rs.)	(2.40)	(1.65)	(1,141.90)	1,75,542.70	1,69,031.40	1,66,444.00

*^ Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by S Badaya & Associates, Chartered Accountants and has also been approved by the Board in its meeting dated March 10, 2022*

**INTERNAL RISK FACTORS**

The below mentioned risks are top six risks applicable to our Company:

1. The Scheme of Arrangement would also be subject to requisite approvals of the National Company Law Tribunal (Mumbai Bench), BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Competition Commission of India and other statutory / regulatory authorities, including those from the shareholders and creditors respective of the Transferor Companies and Transferee Company and applicable contractual approvals. In case any of these required approvals or sanctions are not received, the proposed Scheme of Arrangement will not be completed.
2. Our Company is subject to risks or uncertainties associated including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments. Changes in the regulatory environment in which the Company operates could have a material adverse effect on its business, financial condition, results of operations and prospects.
3. The COVID-19 pandemic outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of Novel Coronavirus will cause an economic slowdown. The spread of Novel Coronavirus has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities. The business of the Company was adversely affected by lockdown implemented and various preventive restrictions imposed by the Central and State Governments, de-growth of revenue, lack of disposable income and discretionary spending by the Customer. The uncertainty created by this pandemic and consequent lockdown and disruption were unforeseen and beyond the control of the Company.
4. Our success largely depends upon the knowledge and experience of our Promoter and other skilled professionals. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions: - The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges. Any loss or our ability to attract and retain them could adversely affect our business, operations and financial conditions.
5. There are outstanding litigations involving our Company and/or our Promoters which, if determined adversely, may affect our business and financial condition. Our Company and/or our Promoters are involved in certain legal proceedings which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favour of our Company and/or our Promoters or that no liability will arise out of these proceedings. We may incur significant expenses in such legal proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. Any adverse decision may adversely affect our business, results of operations and financial condition.

6. Financials ended as of March 31 2021 and unaudited reviewed financial results as of for the period ended January 31, 2022 has been certified by non-statutory auditor named, 'S Badaya & Associates, Chartered Accountants' which has been approved by the Board of Directors at its meeting held on March 10, 2022.

#### SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the Company and amount involved

Nil

- B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

- C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

- D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

- (1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

- E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication

	(Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s	Police authority at A.D.M City	Unascertainable	Case is currently pending



	Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	(Udaipur) Rajasthan.		
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

	Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).			
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Syntex Trading & Agency Private Limited**

A handwritten signature in blue ink is positioned to the left of a circular blue stamp. The stamp contains the text "Syntex Trading and Agency Private Limited" around its perimeter and a small star symbol at the bottom.

**Name:** Vinod Yadav

**Designation:** Director

**Date:** March 11, 2022

**Place:** Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Taquito Lease Opeartors Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLSORE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("**Stock Exchanges**").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**TAQUITO LEASE OPEARTORS PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	2nd Floor, Umang Tower, Mindspace Off. Link Road, Malad (West), Mumbai-400064, Maharashtra, India		
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b>	+91 22 4055 2200
<b>E-mail:</b>	<a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b>	N.A.
		<b>CIN:</b>	U70103MH2012PTC231662

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

### BOARD OF DIRECTORS

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation (Independent/ Whole Time / Executive/ Nominee)	Experience including current/ past position held in other firms
1.	Nandkishore Kanahiyalal Attal	Non-Executive Director	Mr. Nandkishore Kanahiyalal Attal, aged 76 years, is a Non-Executive Director of our Company. He has 47 years of experience in Corporate Sector.  <b>Other current directorships: Nil</b>
2.	Nidhi Bajaj	Non-Executive Director	Ms. Nidhi Bajaj, aged 33 years is Non-Executive Director of our Company. She has 12 years of in the Corporate Sector. <b>Other current directorships:</b> Riyanshi Consultancy Services Private Limited
3	Alok Tiwary	Non-Executive Director	Mr. Alok Tiwary, aged 40 years is the Non – Executive Director of our Company. He has 15 years of experience in corporate sector.  <b>Other current directorships:</b> Galaxy Mega Food Park Private Limited, Brattle Foods Private Limited , Niyman Mall Management Company Private Limited, Harmony Malls Management Private Limited , Ojas Tradelease and Mall Management Private Limited , Rivaaz Trade Ventures Private Limited , Nishta Mall Management Company Private Limited, Sport Direct Distribution Private Limited

### FINANCIALS

The table on page 6 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. in lakhs)

Particulars	Latest Stub period January 31, 2022	FY 2021 (Last audited financial year)	FY 2020	FY 2019	FY 2018	FY 2017
Total income from operations (net)	128.00	-	-	3,721.44	29,869.29	12,587.98
Net profit/(Loss) before tax and extraordinary items	(4,474.08)	(5,311.27)	(5,736.41)	(1,654.99)	76.41	61.69
Net profit/(Loss) after tax and extraordinary items	(4,474.08)	(5,311.27)	(10,677.20)	(1,143.60)	9.29	86.14
Equity share capital	11,000.00	11,000.00	11,000	11,000	11,000	11,000
Reserves and surplus	(21,520.83)	(17,046.75)	(11,735.47)	(1,058.28)	85.32	76.03

Net worth	(10,520.83)	(6,046.75)	(735.47)	9,941.72	11,085.32	11,076.03
Basic and diluted earnings per share (in Rs.)	(4.07)	(4.83)	(5.62)	(1.04)	0.01	0.08
Return on Net Worth (%)	0.43	0.88	NA	9,941.72	0.08	0.78
Net asset value per share (in Rs.)	0.000	(0.00)	(0.67)	9.04	10.08	10.07

## SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

D. **Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

### **Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication

	various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending



	of services of the employee and another case filed for non-payment of minimum wages to the employees by inspectors during visit to our store premises.			
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.).	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

### **Future Enterprises Limited - Civil cases**

*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL.*

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

### **DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Directors of TAQUITO LEASE OPERATORS PRIVATE LIMITED**



Name: Alok Tiwary  
Designation: Director  
Date: March 11, 2022

Place: Mumbai

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 4, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("**Addendum**") to the disclosure document dated October 4, 2021 should be read along with the disclosure document dated October 4, 2021 ("**Disclosure Document**"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Unique Malls Private Limited, involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

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*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**UNIQUE MALLS PRIVATE LIMITED**

<b>Registered Office and Corporate Office:</b>	Knowledge House, Shyam Nagar, Off. Jogeshwari Vikhroli Link Rd., Jogeshwari (East), Mumbai 400 060, Maharashtra, India	
<b>Contact Person:</b>	Mr. Deepak Tanna	<b>Telephone:</b> +91 22 4055 2200
<b>E-mail:</b> <a href="mailto:investorrelations@futuregroup.in">investorrelations@futuregroup.in</a>	<b>Website:</b> N.A.	<b>CIN:</b> U70100MH2005PTC155104

**PROMOTER OF THE COMPANY**

1. Futurebazaar India Limited (**FBIL**), holding company of the Company; and
2. Future Enterprises Limited (**FEL**), ultimate parent company of the Company.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

<i>Sr. No.</i>	<i>Name</i>	<i>Designation (Independent/ Whole Time / Executive/ Nominee)</i>	<i>Experience including current/ past position held in other firms</i>
1.	Sharad Rustagi	Non-Executive Director	Mr. Sharad Rustagi aged 43 years, he has 17 years of experience in corporate sector.  <b>Other current directorships:</b> Glaxy Cloud Kitchens Limited, Nufuture Digital (India) Limited, FLFL Lifestyle Brands Limited, Ojas Tradelease and Malls, Hydralube Impex Private Limited.
2.	Vikas Ramchandra Kedia	Non-Executive Director	Mr. Vikas Ramchandra Kedia aged 46 years, and he is Non-Executive Director of the Company, he has 19 years of experience in corporate sector.  <b>Other current directorships:</b> Fabsin Trading And Agency Privatelimited

**FINANCIALS**

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:  
(Rs. in lakhs)

<b>Particulars</b>	<i>Latest Stub period January 31, 2022</i>	<i>FY 2021 (Last audited financial year)</i>	<b>FY 2020</b>	<b>FY 2019</b>	<b>FY 2018</b>	<b>FY 2017</b>
Total income from operations (net)	41.92	50.30	50.3	7,516.38	5,842.04	4,589.43
Net profit/(Loss) before tax and extraordinary items	(838.41)	(956.51)	(1,218.52)	54.91	11.49	(690.5)
Net profit/(Loss) after tax and extraordinary items	(838.41)	(2,224.12)	(1,218.52)	42.58	11.49	(709.04)
Equity share capital	103.27	103.27	403.27	403.27	403.27	103.27
Reserves and surplus	(3,850.55)	(2,608.87)	(788.02)	430.51	387.93	376.44
Net worth	(3,747.28)	(2,505.59)	(384.75)	833.78	791.20	479.71
Basic and diluted earnings per share (in Rs.)	(81.18)	(215.36)	(117.99)	4.12	1.11	(68.66)
Return on Net Worth (%)	0.22	0.89	NA	5.11	1.45	(147.81)
Net asset value per share (in Rs.)	(0.00)	(0.00)	(37.26)	80.76	76.63	46.46

**SUMMARY OF OUTSTANDING LITIGATION CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the Company and amount involved

Nil

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No	Particulars	Litigation filed by	Current status	Amount involved
Nil				

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any.

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
Nil				

**D. Regulatory Action by Registrar of Companies and District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate against FEL**

(1) 16 matters have been filed against FEL, including issuance of notices, by various stamp duty authorities, including the District Collector of Stamp, the Assistant Collector of Stamp, the Additional District Magistrate (Finance and Revenue) and the Sub-Divisional Magistrate, in relation to alleged deficiencies in payment of stamp duty in relation to various transactions undertaken by FEL. These matters are at various stages of adjudication. The aggregate amount involved in the matters is Rs. 19.615 million. The matters are currently pending.

E. Brief details of outstanding criminal proceedings against Promoters.

**Criminal proceedings against the FEL**

There are 36 criminal cases against FEL, the details are as follows:

Sr. No	Particulars	Action taken by	Penalty Imposed (Amount)	Current Status
1.	26 criminal cases have been filed before various judicial forums, for alleged violation of the provisions of the Prevention of Food Adulteration Act, 1954, the Prevention of Food Adulteration Rules, 1955, the Food Safety & Standards Act, 2006, the Food Safety and Standards (Food Products Standard & Food Additives) Regulations, 2011, and the Food Safety & Standards (Packaging & Labelling) Regulations, 2011, in relation to various matters such as misbranding of food products, high content of chemicals in food products above permissible levels, food products	Local health authorities of various cities, Food Inspectors and Food Safety Officers	Unascertainable	Matters are pending at various stages of adjudication

	containing insects and improper labelling and packaging.			
2.	One criminal case filed before Additional Dist. Collector, Kota (City), Kota Rajasthan for alleged violation of the provisions of u/s 39 (1) standard of Weight and measure act 1957, Rule 4 read with rule 6 (1) of packaged commodity in relation to deficiency in label declaration and charging Rs. 8/- more than printed price etc.	Adl. Controller of Metrology and Director Consumer Affairs	Rs. 93,800/- Paid by our company	Matter is discharged
3.	The Directorate of Revenue Intelligence (DRI) has initiated an enquiry proceeding vide No. D.R.I F.No.D.R.I/KZU/CF/ENQ-13 (INT-09)/2018/3684 against some bills of entry regarding import of Ready-Made garments from Bangladesh. These goods were imported by Future Enterprises Limited in the Period June 2017 to December 2017. All goods were imported under the SAFTA Agreement 2006. In connection with said enquiry, DRI has issued show cause notice against the FEL and other Directors/officials alleging tax evasion of Rs.14.58 crore by FEL. The company has already deposited the entire amount with DRI under protest as per order dated July 27, 2019 passed by Hon'ble Calcutta High Court in C.R.M. 6367 of 2019.	Directorate of Revenue Intelligence (DRI)	Matter pending before Directorate of Revenue Intelligence (DRI) has been finally adjudicated vide order dated August 29, 2020 & September 03, 2020. Total amount of penalty and interest has been adjudicated for a sum of Rs. 10,63,51,145/- against the company whereas, FEL has already deposited in advance an amount of Rs. 14,59,96,961/- with DRI.	Matter is pending for adjudication
4.	A criminal case has been filed before the Chief Judicial Magistrate, Jaipur, against Big Bazaar (operated by FEL) and another, for alleged violation of the provisions of the Environment Protection Act, 1986, in relation to the use of plastic bags, despite such use being prohibited.	S.P Singh, Regional Officer, Rajasthan State Pollution Control Board	Unascertainable	Matter is currently pending
5.	One Criminal complaint no. 01/2011 bearing no. 133 of Cr.P.C title "State of Rajasthan V/s Jitendra Barot (Manager of Brand Factory). It alleged that "neighbours of Brand Factory complained against Manager of Brand Factory alleging that the Generator Set and water pump installed in the territory of Big Bazaar causing heavy noise and pollution, causing damage to the environment and human being	Police authority at A.D.M City (Udaipur) Rajasthan.	Unascertainable	Case is currently pending
6.	Two matters have been filed under the Minimum Wages Act against Director and Store Manager One case was filed for illegal termination & reinstatement of services of the employee and another case filed for non-payment of minimum wages to the employees by	Senior Labour Inspector and Employee	Unascertainable	Cases are currently pending

	inspectors during visit to our store premises.			
7.	A criminal complaint bearing C C No. 54946/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
8.	A criminal complaint bearing C C No. 54947/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.9,40,71,767/- (Rupees Nine Crores Forty One Lakhs Seven Hundred and Sixty Seven Only). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
9.	A criminal complaint bearing C C No. 54948/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending
10.	A criminal complaint bearing C C No. 54949/2021, filed before the chief metropolitan magistrate court, Bangalore, by Minions Venture Pvt Ltd against FEL& others, U/s 138 of NI Act, requesting the court to take cognizance of the offence and punish in accordance with law and to award compensation to the complainant. The amount involved in this case is Rs.10,00,00,000/- (Rupees Ten Crores). The matter is currently pending (S.Z.)	Minions Venture Pvt Ltd	Unascertainable	Cases are currently pending

*Note*

**Future Enterprises Limited - Civil cases**



*All litigation involving FEL, which individually is equivalent to 10% or exceed 10% of the revenue of FEL for Fiscal 2021 have been considered as material. The materiality policy for identification of material litigation involving FEL has been determined based on the policy for determination of materiality of events, formulated by FEL, in accordance with Regulation 30 of the SEBI Listing Regulations. The consolidated revenue of FEL for Fiscal 2021 is Rs. 1590.68 crore and accordingly, all litigation in which the amount involved exceeds Rs. 159.07 crore have been considered as material.*

*There are no civil cases, above the materiality threshold, as mentioned above against FEL. The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.*

#### **DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

**For and behalf of Board of Directors of Unique Malls Private Limited**



Name: Sharad Rustagi  
Designation: Director  
Date: March 11, 2022

Place: Mumbai, Maharashtra, India

**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 8, 2021 COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 8, 2021 should be read along with the disclosure document dated October 8, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "Document") contains the applicable information pertaining to the unlisted company, Reliance Retail Ventures Limited ("RRVL"), involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "Transferor Companies") & Future Enterprises Limited (the "Transferee Company" or "FEL") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("RRVL") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("RRVL WOS") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 6 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NO EQUITY SHARES ARE PROPOSED TO BE OFFERED PURSUANT TO THIS ADDENDUM AND THE DISCLOSURE DOCUMENT**

You may download the Composite Scheme of Arrangement from the stock exchanges where the equity shares of Future Enterprises Limited are listed i.e. [www.nseindia.com](http://www.nseindia.com); and [www.bseindia.com](http://www.bseindia.com) ("Stock Exchanges").

*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*



**RELIANCE RETAIL VENTURES LIMITED**

<b>Registered Office and Corporate Office:</b>	4 <sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai – 400002		
<b>Contact Person:</b>	Mr. Sridhar Kothandaraman	<b>Telephone:</b>	+91 22 7967 1836
<b>E-mail:</b>	Sridhar.Kothandaraman@ril.com	<b>Website:</b>	www.relianceretail.com
		<b>CIN:</b>	U51909MH2006PLC166166

**PROMOTER OF THE COMPANY**

Reliance Industries Limited (RIL) is the promoter of Reliance Retail Ventures Limited (RRVL). RIL holds 85.06% of equity share capital of RRVL.

RIL is India's largest private sector company, with a consolidated turnover of INR 539,238 crore (\$73.8 billion)\*, cash profit of INR 79,828 crore (\$10.9 billion)\*, and net profit of INR 53,739 crore (\$7.4 billion)\* for the year ended March 31, 2021. Reliance's activities span hydrocarbon exploration and production, petroleum refining and marketing, petrochemicals, retail and digital services. Reliance is the top-most ranked company from India to feature in Fortune's Global 500 list of "World's Largest Companies". The company stands 55th in the Forbes

Global 2000 rankings of “World’s Largest Public Companies” for 2021 – top-most among Indian companies. It features among LinkedIn’s ‘The Best Companies to Work For In India’ (2021). The equity shares and non-convertible debentures of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”). The global depository receipts of the Company are listed on Luxembourg Stock Exchange and are traded on the International Order Book (IOB) (London Stock Exchange) and amongst qualified institutional investors on the over-the-counter (OTC) market in the United States of America. The foreign currency bonds of the Company are listed on the Singapore Stock Exchange and Luxembourg Stock Exchange.

\* Exchange rate of 1 US\$ = Rs. 73.110 has been considered

#### BOARD OF DIRECTORS

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation	Experience including current/ <del>past</del> position held in other firms
1	Mr. Mukesh D. Ambani (DIN: 00001695)	Chairman and Non-Executive Director	Mr. Mukesh D. Ambani is also Chairman & Managing Director of Reliance Industries Limited and Chairman of Reliance Jio Infocomm Limited and Jio Platforms Limited. During his tenure of over four decades, Mr. Ambani has successfully led a diversified portfolio spanning across Oil & Gas (E&P), Petrochemicals, Refining and Marketing Organised Retail, Digital Services and Media & Entertainment to make Reliance India’s largest company and amongst the largest in the world. He is currently leading a large initiative in new energy and materials. Each of the businesses of Reliance enjoy global-class rankings. Other current directorships: Reliance Industries Limited, KDA Enterprises Private Limited, Reliance Jio Infocomm Limited, Reliance Foundation, Reliance Foundation Institution of Education and Research, Jio Platforms Limited and Breakthrough Energy Ventures LLC-USA.
2	Mr. Manoj Modi (DIN: 00056207)	Non-Executive Director	Mr. Manoj Modi is a director of the Company. Mr. Modi has been associated with Reliance for over four decades and has led several of the initiatives of the Group in this period of time. Other current directorships: EIH Limited and Jio Platforms Limited.
3	Mr. Akash M. Ambani (DIN: 06984194)	Non-Executive Director	Mr. Akash M. Ambani is a director of the Company. Mr. Akash is part of the leadership team of Jio Platforms Limited and Reliance Jio Infocomm Limited. Other current directorships: Reliance Jio Infocomm Limited, Saavn Media Private Limited and Jio Platforms Limited.
4	Ms. Isha M. Ambani (DIN: 06984175)	Non-Executive Director	Ms. Isha M. Ambani is a director of the Company. Ms. Isha M. Ambani is driving the expansion of Reliance Retail into new categories, geographies and formats and is focused on enhancing the overall customer experience. She, along with Mr. Akash Ambani, played a pivotal role in conceptualising and launching Jio in India in 2016.

Sr. No.	Name	Designation	Experience including current/past position held in other firms
			Other current directorships: Reliance Jio Infocomm Limited, Reliance Foundation, Reliance Foundation Institution of Education and Research and Jio Platforms Limited.
5	Mr. V. Subramaniam (DIN: 0009621)	Managing Director	Mr. V. Subramaniam is the Managing Director of the Company. Mr. V. Subramaniam is a Chartered Accountant and Cost Accountant and has over 25 years of experience in the fields of Finance, Accounts, Taxation and Business Management. He has served at various leadership positions in industries ranging from consumer products, petrochemicals, refining to automobiles and retail during his corporate tenure. Other current directorships: Reliance Retail Limited, Reliance Brands Limited, Genesis Colors Limited, Just Dial Limited, Reliance Brands Luxury Fashion Private Limited, Reliance Retail and Fashion Lifestyle Limited, MesIndus Ventures Private Limited, Addverb Technologies Private Limited, MM Styles Private Limited and Tira Beauty Limited.
6	Mr. Pankaj Pawar (DIN: 00085077)	Non-Executive Director	Mr. Pankaj Pawar is a director of the Company. Mr. Pankaj Pawar is working as business head of Reliance Jio Infocomm Limited. He has over 25 years of experience of working across diverse roles in strategy, corporate development and operations in Reliance and other leading companies. Other current directorships: Reliance Jio Media Limited, Reliance Jio Infocomm Limited, Reliance Retail Limited, Jio Platforms Limited, Reliance Retail and Fashion Lifestyle Limited, Jio Media Limited, Jio Things Limited, Jio Satellite Communications Limited, Jio Space Technology Limited, Einsten Commercials Private Limited, Kaniska Commercials Private Limited, Marugandha Land Developers Private Limited, N.C. Trading Company Private Limited, Parinita Commercials Private Limited, Shree Salasar Bricks Private Limited, Anagh Commercials Private Limited and Starfish Commercials Private Limited.
7	Mr. Adil Zainulbhai (DIN: 06646490)	Independent Director	Mr. Adil Zainulbhai is an Independent Director of the Company. Mr. Adil retired as Chairman of McKinsey & Company, India, after 34 years at McKinsey. Mr. Adil Zainulbhai is presently the Chairman of Quality Council of India and Chairman of the Capability Building Commission of India. Other current directorships: Reliance Industries Limited, Cipla Limited, Network 18 Media & Investments Limited, TV18 Broadcast Limited, Larsen and Toubro Limited, Reliance Jio Infocomm Limited, Piramal Foundation, Samshiksha Foundation, Unnati Employment Network, Viacom 18 Media Private Limited and Open Network for Digital Commerce.
8	Prof. Dipak C. Jain (DIN: 00228513)	Independent Director	Prof. Dipak C. Jain is an Independent Director of the Company. Currently he is the President (European) and Professor of Marketing at China Europe International Business School (CEIBS).

Sr. No.	Name	Designation	Experience including current/past position held in other firms
			Other current directorships: Reliance Industries Limited, Reliance Retail Limited, Reliance Jio Infocomm Limited and John Deere & Company.
9	Mr. Ranjit V. Pandit (DIN: 00782296)	Independent Director	Mr. Ranjit V. Pandit, is an Independent Director of the Company. Mr. Ranjit V Pandit served as Managing Director at General Atlantic, LLC and Managing Director and Chairman of McKinsey & Company in India. Other current directorships: Pratap Pandit Limited, The Industrial Leather Company Private Limited, Bombay Footwear Private Limited, CEAT Limited, Reliance Jio Infocomm Limited, Reliance Retail Limited, The Great Eastern Shipping Company Limited, The Indian Film Combine Private Limited and Just Dial Limited.

#### PRE-SCHEME SHAREHOLDING PATTERN\*

The table on page 6 of the Disclosure Document in relation to the pre-scheme shareholding pattern; shall stand replaced with the following table:

Category	No. of Equity Shares	% of holding
Promoter	583,77,58,520**	85.06
Public	102,57,81,234	14.94
<b>Total</b>	<b>686,35,39,754</b>	<b>100.00</b>

\* There will be no change in the shareholding pattern of RRVL pursuant to the Composite Scheme

\*\*Includes 2 shares held by nominee shareholders of RIL, the holding company, holding 1 equity share each on behalf of RIL

#### FINANCIALS

The table on page 6 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:

Standalone	Rs. in crore					
	For the period ended December 31, 2021*	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)
Total income from operations (net)	5,773.22	3,732.33	173.06	15.96	16.09	27.65
Net Profit / (Loss) before tax and extraordinary items	2,479.09	1,589.47	10.59	1.09	0.61	0.02
Net Profit / (Loss) after tax and extraordinary items**	1,857.63	1,195.60	8.1	0.87	0.49	0.01
Equity Share Capital	6,863.54	6,863.54	6,000.00	6,000.00	6,000.00	6,000.00
Reserves and Surplus	60,851.74	58,985.94	806.23	798.13	797.26	-3.23
Net worth	67,896.10 <sup>##</sup>	65,849.48	7,656.23	7,648.13	6,997.26	5,996.77
Basic earnings per share (Rs.) <sup>#</sup>	2.71	1.86	0.01	0	0	0

Standalone	For the period ended December 31, 2021*	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)
Diluted earnings per share (Rs.) <sup>#</sup>	2.71	1.86	0.01	0	0	0
Return on net worth (%) <sup>^</sup>	3.70%	3.25%	0.11%	0.01%	0.01%	0.00%
Net asset value per share (Rs.)	98.92	95.94	12.76	12.75	11.66	9.99

Rs. in crore

Consolidated	For the period ended December 31, 2021*	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)
Total income from operations (net)	1,25,587.00	1,40,602.52	1,46,429.99	1,16,440.08	62,208.25	33,375.73
Net Profit / (Loss) before tax and extraordinary items	6,658.86	7,430.77	7,341.01	4,942.11	1,969.07	744.27
Net Profit / (Loss) after tax and extraordinary items**	4,916.30	5,481.29	5,447.97	3,228.47	1,315.47	426.53
Equity Share Capital	6,863.54	6,863.54	6,000.00	6,000.00	6,000.00	6,000.00
Reserves and Surplus	79,557.72	74,662.14	12,214.95	6,680.91	3,486.73	1,354.38
Net worth	86,570.48 <sup>##</sup>	81,525.68	19,064.97	13,530.91	9,686.73	7,354.38
Basic earnings per share (Rs.) <sup>#</sup>	7.22	8.64	9.14	5.38	2.2	0.71
Diluted earnings per share (Rs.) <sup>#</sup>	7.22	8.64	7.83	4.62	2.2	0.71
Return on net worth (%) <sup>^</sup>	7.79%	10.90%	33.43%	27.81%	15.44%	5.98%
Net asset value per share (Rs.)	126.13	118.78	31.77	22.55	16.14	12.26

\* Limited reviewed results for the Period ended December 31, 2021

\*\* Net profit / (loss) after tax and extraordinary items is excluding other comprehensive income

# Basic and Diluted earnings per share for the Period ended December 31, 2021 are not annualised

## Excludes other comprehensive income

^ Return on net worth for the period ended December 31, 2021 is annualised.

## SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

In addition to the details of litigations mentioned in the Disclosure Document dated October 8, 2021 the following litigations shall be considered;

### Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:

SEBI has issued a show cause notice dated December 22, 2021 inter alia to RIL asking it to show cause as to why inquiry should not be held against it in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 15I of the SEBI Act, 1992 for alleged violation of Principle No. 4 under Schedule A – Principles for Fair Disclosure of UPSI read with Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation 30(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The alleged violations, if established, will make RIL liable for monetary penalty (of not less than Rs. 1 lakh and which may extend to maximum of Rs. 1 crore) under Section 15HB of the SEBI Act, 1992. RIL has filed reply to this show cause notice.

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**Proceedings initiated by others:**

A complaint was filed inter alia against RIL, alleging criminal negligence on the part of RIL leading to loss of life of one of the workers at RIL's plant at Patalganga in 2014. By way of orders dated October 19, 2015 and March 27, 2017 respectively ("Orders"), the Judicial Magistrate First Class, Khalapur and Additional Sessions Judge, Raigad, Alibag, allowed the discharge applications filed, inter alia, by RIL. The complainants thereafter filed a writ petition on November 22, 2021 with the Bombay HC, seeking to quash and set aside the Orders. The matter is currently pending.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

For and on behalf of Reliance Retail Ventures Limited



V. Subramaniam  
(Managing Director)  
DIN: 00009621

Date: March 11, 2022  
Place: Mumbai



**ADDENDUM DATED MARCH 11, 2022 TO THE DISCLOSURE DOCUMENT DATED OCTOBER 8, 2021  
COMPRISING APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS**

This addendum dated March 11, 2022 ("Addendum") to the disclosure document dated October 8, 2021 should be read along with the disclosure document dated October 8, 2021 ("Disclosure Document"). This Addendum and the Disclosure Document (collectively the "**Document**") contains the applicable information pertaining to the unlisted company, Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**"), involved in the Composite Scheme of Arrangement between Future Consumer Limited, Future Lifestyle Fashions Limited, Future Market Networks Limited, Future Retail Limited, Future Supply Chain Solutions Limited, Futurebazaar India Limited, Acute Retail Infra Private Limited, Basuti Sales And Trading Private Limited, Brattle Foods Private Limited, Chirag Operating Lease Co. Private Limited, Hare Krishna Operating Lease Private Limited, Nice Texcot Trading & Agency Private Limited, Nishta Mall Management Company Private Limited, Ojas Tradelease And Mall Management Private Limited, Precision Realty Developers Private Limited, Rivaaz Trade Ventures Private Limited, Syntex Trading & Agency Private Limited, Taquito Lease Operators Private Limited, Unique Malls Private Limited (together the "**Transferor Companies**") & Future Enterprises Limited (the "**Transferee Company**" or "**FEL**") & their respective shareholders and creditors And FEL & Reliance Retail Ventures Limited ("**RRVL**") & their respective shareholders and creditors And FEL & Reliance Retail and Fashion Lifestyle Limited ("**RRFLL**") & their respective shareholders and creditors, in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in accordance with SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020. This Document should be read together with the Composite Scheme of Arrangement.

**THIS ADDENDUM CONTAINS 4 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

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*(Capitalised terms not defined herein shall have the meanings ascribed to them under the Composite Scheme of Arrangement)*

**RELIANCE RETAIL AND FASHION LIFESTYLE LIMITED**

<b>Registered Office and Corporate Office:</b>	4 <sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai – 400002		
<b>Contact Person:</b>	Mr. Sridhar Kothandaraman	<b>Telephone:</b> +91 22 7967 1836	
<b>E-mail:</b> <a href="mailto:Sridhar.Kothandaraman@ril.com">Sridhar.Kothandaraman@ril.com</a>	<b>Website:</b> N.A.	<b>CIN:</b> U52609MH2020PLC343627	

**PROMOTER OF THE COMPANY**

The Promoter of Reliance Retail and Fashion Lifestyle Limited (RRFLL) is Reliance Retail Ventures Limited (RRVL). RRVL holds 100% of equity share capital of RRFLL.

RRVL is a subsidiary of Reliance Industries Limited. RRVL *inter alia* carries on business of supply chain and logistics management for retail. RRVL's subsidiaries Reliance Retail Limited, Reliance Brands Limited and other subsidiaries carry on retail business through various store concepts and digital commerce platforms.

Your attention is drawn to the following:

**BOARD OF DIRECTORS**

The table on page 4 of the Disclosure Document in relation to the board of directors; shall stand replaced with the following table:

Sr. No.	Name	Designation	Experience including current/ <del>past</del> position held in other firms
1	Mr. V. Subramaniam (DIN: 00009621)	Non-Executive Director	<p>Mr. V. Subramaniam is the Managing Director of Reliance Retail Ventures Limited and Whole-time Director of Reliance Retail Limited. Mr. V. Subramaniam is a Chartered Accountant and Cost Accountant and has over 25 years of experience in the fields of Finance, Accounts, Taxation and Business Management. He has served at various leadership positions in industries ranging from consumer products, petrochemicals, refining to automobiles and retail during his corporate tenure.</p> <p>Other current directorships: Reliance Retail Limited, Reliance Brands Limited, Genesis Colors Limited, Just Dial Limited, Reliance Brands Luxury Fashion Private Limited, Reliance Retail and Fashion Lifestyle Limited, MesIndus Ventures Private Limited, Addverb Technologies Private Limited, MM Styles Private Limited and Tira Beauty Limited.</p>
2	Mr. Pankaj Pawar (DIN: 00085077)	Non-Executive Director	<p>Mr. Pankaj Pawar is a director of the Company. Mr. Pankaj Pawar has over 25 years of experience of working across diverse roles in strategy, corporate development and operations in Reliance and other leading companies.</p> <p>Other current directorships: Reliance Jio Media Limited, Reliance Jio Infocomm Limited, Reliance Retail Limited, , Reliance Retail Ventures Limited, Jio Platforms Limited, Reliance Retail and Fashion Lifestyle Limited, Jio Media Limited, Jio Things Limited, Jio Satellite Communications Limited, Jio Space Technology Limited, Einsten Commercials Private Limited, Kaniska Commercials Private Limited, Marugandha Land Developers Private Limited, N.C. Trading Company Private Limited, Parinita Commercials Private Limited, Shree Salasar Bricks Private Limited, Anagh Commercials Private Limited and Starfish Commercials Private Limited</p>
3	Ashwin Khasgiwala (DIN: 00006481)	Non-Executive Director	<p>Mr. Ashwin Khasgiwala is a director of the Company. He is a Chartered Accountant with over 18 years of experience in the fields of Finance, Compliance and Accounting. Mr. Ashwin Khasgiwala has been with Reliance group for more than 15 years and has served in various senior positions in the Reliance group.</p>

Sr. No.	Name	Designation	Experience including current/past position held in other firms
			Other current directorships: Indiawin Sports Private Limited, Reliance Brands Limited, Canali India Private Limited, Urban Ladder Home Décor Solutions Private Limited, Just Dial Limited, Addverb Technologies Private Limited, Abraham and Thakore Exports Private Limited

### FINANCIALS

The table on page 5 of the Disclosure Document in relation to the financials; shall stand replaced with the following table:

Rs. in lakhs

Standalone	for the period ended December 31, 2021**	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)	FY 2017-18 (Audited)	FY 2016-17 (Audited)
Total income from operations (net)*	77.34	-				
Net Profit / (Loss) before tax and extraordinary items	70.64	(0.81)				
Net Profit / (Loss) after tax and extraordinary items***	52.86	(0.81)				
Equity Share Capital	100.00	1.00				
Reserves and Surplus	52.05	(0.81)				
Net worth	152.05	0.19				
Basic earnings per share (Rs.)#	6.74	(8.09)				
Diluted earnings per share (Rs.)#	6.74	(8.09)				
Return on net worth (%)^	92.59%	N.A.				
Net asset value per share (Rs.)	15.21	1.90				

NOT APPLICABLE\*

\* Represents other income

\* Limited reviewed results for the period ended December 31, 2021

\*\* Net profit / (loss) after tax and extraordinary items is excluding other comprehensive income

# Basic and Diluted earnings per share for the period ended December 31, 2021 are not annualised

^Return on net worth for period ended December 31, 2021 is annualised.

The Disclosure Document shall be read in conjunction with the Addendum. The information in this Addendum replaces the information in the Disclosure Document to the extent inconsistent with the information in the Disclosure Document.

**DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as applicable, have been complied with and no statement made in this Addendum and the Disclosure Document is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as applicable. We hereby certify that all the statements in this Addendum and the Disclosure Document are true and correct.

For and on behalf of **Reliance Retail and Fashion Lifestyle Limited**



V. Subramaniam  
(Director)  
DIN: 00009621

Date: March 11, 2022  
Place: Mumbai

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 1	
			Future Consumer Limited (FCL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families	Avni Kishorkumar Biyani	99,619	0.01
		Ashni Kishore Biyani	67,169	0.00
		Kishore Biyani \$	0	0.00
b.	Central Government / State Government(s)	Future Capital Investment Private Limited	198794025	9.95
c.	Bodies Corporate	Srishti Mall Management Company Private Limited	29476462	1.48
		Future Corporate Resources Private Limited	14327302	0.72
		Central Departmental Stores Private Limited	100	0.00
		Future Enterprises Limited	100	0.00
		Ryka Commercial Ventures Private Limited	100	0.00
		Illusie Produkt Private Limited \$	0	0.00
		Consumer Goods Trust \$	0	0.00
		Retail Trust \$	0	0.00
		Infra Trust \$	0	0.00
		Lifestyle Trust \$	0	0.00
d.	Financial Institutions / Banks			
e.	Others - [Trust]			
	<b>Sub Total (A1)</b>		<b>242764877</b>	<b>12.16</b>
2	Foreign			
a.	Individuals (Non-Residents Individuals / Foreign Individuals)		0	0.00
b.	Bodies Corporate		0	0.00
c.	Institutions		0	0.00
d.	Any Others		0	0.00
	<b>Sub Total (A2)</b>		<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>242,764,877</b>	<b>12.16</b>
<b>B</b>	<b>Public Shareholding</b>			
1	Institutions			
a.	Mutual Funds		0	0.00
b.	<b>Financial Institutions / Banks</b>		24700266	1.24
c.	<b>Central Government/ State Government(s)</b>		0	0.00
d.	<b>Venture Capital Funds</b>		0	0.00
e.	Insurance Companies		510000	0.03
f.	Foreign Venture Capital Investors		0	0.00
g.	Foreign Portfolio Investor		205375414	10.28
h.	Alternate Investment Funds		0	0.00
i.	Any Other		0	0.00
	<b>Sub Total (B1)</b>		<b>230585680</b>	<b>11.55</b>
2	Non-institutions			
a.	Bodies Corporate		496451603	24.86
b.	Individuals			
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh		448074579	22.44

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 1	
			Future Consumer Limited (FCL)	
			Pre-Arrangement	
			No. of Shares	%
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh		254272517	12.73
c.	Any Other			
	NBFCs registered with RBI		5025902	0.25
	Hindu Undivided Family		17014099	0.85
	Non Resident Indians (Non Repatriable)		4820918	0.24
	Non Resident Indians (Repatriable)		15582904	0.78
	Directors		512950	0.03
	Clearing Member		1556352	0.08
	Trusts		500	0.00
	Office Bearers		1470621	0.07
	Foreign Company		254103116	12.72
	Body Corp-Ltd Liability Partnership		11345232	0.57
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		13452793	0.67
	<b>Sub-Total (B2)</b>		<b>1,523,684,086</b>	<b>76.29</b>
(B)	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>1,754,269,766</b>	<b>87.84</b>
	<b>TOTAL (A) + (B)</b>		<b>1,997,034,643</b>	<b>100.00</b>
(C)	<b>Shares held by Custodians and against which DRs have been issued</b>		<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>1,997,034,643</b>	<b>100.00</b>

Note:

The post scheme shareholding pattern is not applicable as the Transferor Company 1 will merge with the Transferee Company pursuant to the Scheme

*\$ As per disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoters / PACs.*

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 2	
			Future Lifestyle Fashions Limited (FLFL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families	Avni Kishorkumar Biyani	19,499	0.01
		Ashni Kishore Biyani	16,770	0.01
		Anil Biyani	333	0.00
		Gopikishan Biyani	333	0.00
		Kishore Biyani	333	0.00
		Laxminarayan Bansilal Biyani	333	0.00
		Rakesh Biyani	333	0.00
		Sunil Biyani	333	0.00
		Vijay Biyani	333	0.00
		Vivek Biyani	333	0.00
b.	Central Government / State Government(s)		-	0.00
c.	Bodies Corporate	Ryka Commercial Ventures Private Limited	37,104,265	18.39
		Rscel Trading Private Limited	3,812,924	1.89
		Surplus Finvest Private Limited	158,827	0.08
		Future Corporate Resources Private Limited	33,651	0.02
		Future Capital Investment Private Limited	2,197	0.00
		Akar Estate And Finance Private Limited	333	0.00
		Central Departmental Stores Private Limited	100	0.00
d.	Financial Institutions / Banks		-	0.00
e.	Others - [Trust]	Infra Trust (^)		
		Retail Trust (^)		
		Lifestyle Trust (^)		
		Consumer Goods Trust (^)		
	<b>Sub Total (A1)</b>		<b>41,151,230</b>	<b>20.39</b>
2	Foreign			
a.	Individuals (Non-Residents Individuals / Foreign Individuals)		-	0.00
b.	Bodies Corporate		-	0.00
c.	Institutions		-	0.00
d.	Any Others		-	0.00
	<b>Sub Total (A2)</b>		-	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>41,151,230</b>	<b>20.39</b>
B	Public Shareholding			
1	Institutions			
a.	Mutual Funds		183	0.00
b.	Financial Institutions / Banks		-	0.00
c.	Central Government/ State Government(s)		-	<b>0.00</b>
d.	Venture Capital Funds		6,200,000	3.07
e.	Insurance Companies		14,172,733	7.02
f.	Foreign Venture Capital Investors		-	0.00
g.	Foreign Portfolio Investor		40,367,567	20.01
h.	Alternate Investment Funds		7,737,079	3.83
i.	Any Other		-	0.00
	<b>Sub Total (B1)</b>		<b>68,477,562</b>	<b>33.94</b>



Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 2	
			Future Lifestyle Fashions Limited (FLFL)	
			Pre-Arrangement	
			No. of Shares	%
2	Non-institutions			
a.	Bodies Corporate		60,914,222	30.19
b.	Individuals			
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh		26,858,603	13.31
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh		2,183,599	1.08
c.	Any Other			
	NBFCs registered with RBI		-	0.00
	Hindu Undivided Family		685,068	0.34
	Non Resident Indians (Non Repatriable)		260,653	0.13
	Non Resident Indians (Repatriable)		471,133	0.23
	Directors and Directors' Relatives		86,631	0.04
	Clearing Member		73,884	0.04
	Trusts		1	0.00
	Office Bearers		-	0.00
	Foreign Company		-	0.00
	Body Corp-Ltd Liability Partnership		43,586	0.02
	IEPF		204,838	0.10
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		363,864	0.18
	<b>Sub-Total (B2)</b>		<b>92,146,082</b>	<b>45.67</b>
(B)	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>160,623,644</b>	<b>79.61</b>
	<b>TOTAL (A) + (B)</b>		<b>201,774,874</b>	<b>100.00</b>
(C)	<b>Shares held by Custodians and against which DRs have been issued</b>		-	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>201,774,874</b>	<b>100.00</b>

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 2 will merge with the Transferee Company pursuant to the Scheme

(\*) As per disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoters / PACs.

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 3	
			Future Market Networks Limited (FMNL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families	Ashni Kishore Biyani	141	0.00
		Anil Biyani	50	0.00
		Kishore Biyani	<b>50</b>	<b>0.00</b>
		Laxminarayan Bansilal Biyani	50	0.00
		Rakesh Biyani	50	0.00
		Sunil Biyani	50	0.00
		Vijay Biyani	50	0.00
		Vivek Biyani	50	0.00
b.	Central Government / State Government(s)		-	0.00
c.	Bodies Corporate	Future Corporate Resources Private Limited	41,129,343	71.47
		Surplus Finvest Private Limited	53,526	0.09
d.	Financial Institutions / Banks		-	0.00
e.	Others - [Trust]			
	<b>Sub Total (A1)</b>		<b>41,183,410</b>	<b>71.57</b>
2	Foreign			
a.	Individuals (Non-Residents Individuals / Foreign Individuals)		-	0.00
b.	Bodies Corporate		-	0.00
c.	Institutions		-	0.00
d.	Any Others		-	0.00
	<b>Sub Total (A2)</b>		-	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>41,183,410</b>	<b>71.57</b>
B	Public Shareholding			
1	Institutions			
a.	Mutual Funds		27	0.00
b.	Financial Institutions / Banks		5	0.00
c.	Central Government/ State Government(s)		-	0.00
d.	Venture Capital Funds		-	0.00
e.	Insurance Companies		31,184	0.05
f.	Foreign Venture Capital Investors		-	0.00
g.	Foreign Portfolio Investor		-	0.00
h.	Alternate Investment Funds		-	0.00
i.	Any Other		-	0.00
	<b>Sub Total (B1)</b>		<b>31,216</b>	<b>0.05</b>
2	Non-institutions			
a.	Bodies Corporate		732,578	1.27
b.	Individuals			
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh		10,836,248	18.83
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh		3,896,890	6.77

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 3	
			Future Market Networks Limited (FMNL)	
			Pre-Arrangement	
			No. of Shares	%
c.	Any Other			
	NBFCs registered with RBI		-	0.00
	Hindu Undivided Family		423,860	0.74
	Non Resident Indians (Non Repatriable)		34,810	0.06
	Non Resident Indians (Repatriable)		270,610	0.47
	Directors		80,525	0.14
	Clearing Member		53,721	0.09
	Trusts		-	0.00
	Office Bearers		-	0.00
	Foreign Company		-	0.00
	Body Corp-Ltd Liability Partnership		513	0.00
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	0.00
	<b>Sub-Total (B2)</b>		<b>16,329,755</b>	<b>28.38</b>
<b>(B)</b>	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>16,360,971</b>	<b>28.43</b>
	<b>TOTAL (A) + (B)</b>		<b>57,544,381</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>		-	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>57,544,381</b>	<b>100.00</b>

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 3 will merge with the Transferee Company pursuant to the Scheme

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).

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 4	
			Future Retail Limited (FRL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families	Ashni Kishore Biyani	71,147	0.01
		Anil Biyani	2,121	0.00
		Gopikishan Biyani	2,121	0.00
		Kishore Biyani	2,121	0.00
		Laxminarayan Bansilal Biyani	2,121	0.00
		Rakesh Biyani	2,121	0.00
		Sunil Biyani	2,121	0.00
		Vijay Biyani	2,121	0.00
		Vivek Biyani	2,121	0.00
b.	Central Government / State Government(s)		-	0.00
c.	Bodies Corporate	Future Coupons Private Limited	53,270,247	9.82
		Future Corporate Resources Pvt Ltd	45,528,598	8.40
		Akar Estate And Finance Private Limited	1,000	0.00
d.	Financial Institutions / Banks		-	
e.	Others - [Trust]	Retail Trust	-	
		Lifestyle Trust	-	
		Consumer Goods Trust	-	
	<b>Sub Total (A1)</b>		<b>98,887,960</b>	<b>18.24</b>
2	Foreign			
a.	"Individuals (Non-Residents Individuals / Foreign Individuals)"		-	0.00
b.	Bodies Corporate		-	0.00
c.	Institutions		-	0.00
d.	Any Others		-	0.00
	<b>Sub Total (A2)</b>		-	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>98,887,960</b>	<b>18.24</b>
<b>B</b>	<b>Public Shareholding</b>			
1	Institutions			
a.	Mutual Funds		212,334	0.04
b.	Financial Institutions / Banks		7,451,737	1.37
c.	Central Government/ State Government(s)		-	0.00
d.	Venture Capital Funds		23,157,143	4.27
e.	Insurance Companies		123,612	0.02
f.	Foreign Venture Capital Investors		-	0.00
g.	Foreign Portfolio Investor		14,905,301	2.75
h.	Alternate Investment Funds		7,151,952	1.32
i.	Any Other		-	0.00
	<b>Sub Total (B1)</b>		<b>53,002,079</b>	<b>9.77</b>
2	Non-institutions			
a.	Bodies Corporate		154,914,889	28.57
b.	Individuals			
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh		211,234,078	38.95
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh		12,811,588	2.36
c.	Any Other			
	NBFCs registered with RBI		-	0.00
	Hindu Undivided Family		4,022,512	0.74

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 4	
			Future Retail Limited (FRL)	
			Pre-Arrangement	
			No. of Shares	%
	Non Resident Indians (Non Repatriable)		2,234,971	0.41
	Non Resident Indians (Repatriable)		4,403,457	0.81
	Directors & Relatives		2,227	0.00
	Clearing Member		639,198	0.12
	Trusts		28,849	0.01
	Office Bearers		-	0.00
	Foreign Company		-	0.00
	Foreign Nationals		715	0.00
	Body Corp-Ltd Liability Partnership		101,556	0.02
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	0.00
	<b>Sub-Total (B2)</b>		<b>390,394,040</b>	<b>71.99</b>
<b>(B)</b>	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>443,396,119</b>	<b>81.76</b>
	<b>TOTAL (A) + (B)</b>		<b>542,284,079</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>		-	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>542,284,079</b>	<b>100.00</b>

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 4 will merge with the Transferee Company pursuant to the Scheme.

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.

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 5	
			Future Supply Chain Solutions Limited (FSCL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families	Kishore Biyani	100	0.00
		Santosh Biyani	100	0.00
b.	Central Government / State Government(s)		-	0.00
c.	Bodies Corporate	Ritvika Trading Private Limited	9,632,685	21.95
		Future Enterprises Limited	100	0.00
d.	Financial Institutions / Banks		-	0.00
e.	Others - [Persons Acting in Concert]	Future Corporate Resources Private Limited	499,700	1.14
		Future Retail Limited	100	0.00
	<b>Sub Total (A1)</b>		<b>10,132,785</b>	<b>23.09</b>
2	Foreign			
a.	Individuals (Non-Residents Individuals / Foreign Individuals)		-	0.00
b.	Bodies Corporate		-	0.00
c.	Institutions		-	0.00
d.	Any Others		-	0.00
	<b>Sub Total (A2)</b>		<b>-</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>10,132,785</b>	<b>23.09</b>
<b>B</b>	<b>Public Shareholding</b>			
1	Institutions			
a.	Mutual Funds		-	0.00
b.	Financial Institutions / Banks		-	0.00
c.	Central Government/ State Government(s)		-	0.00
d.	Venture Capital Funds		-	0.00
e.	Insurance Companies		24,331	0.06
f.	Foreign Venture Capital Investors		-	0.00
g.	Foreign Portfolio Investor		447	0.00
h.	Alternate Investment Funds		-	0.00
i.	Any Other		-	0.00
	<b>Sub Total (B1)</b>		<b>24,778</b>	<b>0.06</b>
2	Non-institutions			
a.	Bodies Corporate		11,685,399	26.63
b.	Individuals			
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh		8,904,743	20.29
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh		1,216,004	2.77
c.	Any Other			
	NBFCs registered with RBI		500,000	1.14
	Hindu Undivided Family		258,819	0.59
	Non Resident Indians (Non Repatriable)		106,556	0.24
	Non Resident Indians (Repatriable)		232,725	0.53
	Directors		16,322	0.04
	Clearing Member		22,404	0.05

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.				
Sr. No.	Description	Name of Shareholder	Transferor Company 5	
			Future Supply Chain Solutions Limited (FSCL)	
			Pre-Arrangement	
			No. of Shares	%
	Trusts		-	0.00
	Office Bearers		-	0.00
	Foreign Company		10,570,780	24.09
	Body Corp-Ltd Liability Partnership		212,283	0.48
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	0.00
	<b>Sub-Total (B2)</b>		<b>33,726,035</b>	<b>76.85</b>
<b>(B)</b>	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>33,750,813</b>	<b>76.91</b>
	<b>TOTAL (A) + (B)</b>		<b>43,883,598</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>		-	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>43,883,598</b>	<b>100.00</b>

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 5 will merge with the Transferee Company pursuant to the Scheme.



Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022				
Sr. No.	Description	Name of Shareholder	Transferor Company 6	
			Futurebazaar India Limited (FBIL)	
			Pre-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families			
b.	Bodies Corporate	Future Enterprises Limited*	19,160,000	100
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)		19,160,000	100
<b>B</b>	<b>Public Shareholding</b>			
	<b>GRAND TOTAL (A) + (B)</b>		<b>19,160,000.00</b>	<b>100</b>

*\*Including shares held by nominees*

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 5 will merge with the Transferee Company pursuant to the Scheme.

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022															
Sr. No.	Description	Name of Shareholder	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	Transferor Company 19
			Actue Retail Infra Private Limited (ARIPL)	Basuti Sales & Trading Private Limited	Brattle Foods Private Limited	Chirag Operating Lease Co Private Limited	Hare Krishna Operating Lease Private Limited	Nice Textcot Trading & Agency Private Limited	Nishita Mall Management Co Private Limited	Ojas Tradelease Mall Management Private Limited	Precision Realty Developers Private Limited	Rivaaz Trade Ventures Private Limited	Syntex Trading & Agency Private Limited	Taquito Lease Operators Private Limited	Unique Malls Private Limited
			Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement	Pre-Arrangement
			No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares
(A)	Shareholding of Promoter and Promoter Group														
1	Indian														
a.	Individuals/Hindu Undivided Families														
b.	Bodies Corporate	Futurebazaar India Limited*	1,089,978	100	10,000	100	10,000	100	10,000	100	10,000	100	10,000	100	1,032,746
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)		1,089,978	100	10,000	100	10,000	100	10,000	100	10,000	100	10,000	100	1,032,746
B	Public Shareholding														
	GRAND TOTAL (A) + (B)		1,089,978	100	10,000	100	10,000	100	10,000	100	10,000	100	10,000	100	1,032,746

\*Including shares held by nominees

Note: The post scheme shareholding pattern is not applicable as 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 will merge with the Transferee Company pursuant to the Scheme.

Pre Scheme shareholding pattern of Preference Shares of the following companies involved in the scheme as on 18th February, 2022						
Sr. No.	Description	Name of Shareholder	Transferor Company 9		Transferor Company 17	
			Bratle Foods Private Limited		Syntex Trading & Agency Private Limited	
			Pre-Arrangement		Pre-Arrangement	
			No. of Shares	%	No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>					
1	Indian					
a.	Individuals/ Hindu Undivided Families					
b.	Bodies Corporate	Syntex Trading & Agency Private Limited	13,700	100	-	0.00
		Rivaaz Trade Ventures Private Limited			4,769,877	72.55
		Ojas Tradelease and Mall Management Private Limited			1,804,660	27.45
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)		13,700	100	6,574,537	100
<b>B</b>	<b>Public Shareholding</b>					
	<b>GRAND TOTAL (A) + (B)</b>		13,700	100	6,574,537	100

Note: The post scheme shareholding pattern is not applicable as the Transferor Company 9 & the Transferor Company 17 will merge with the Transferee Company pursuant to the Scheme.

**Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.**

Sr. No.	Description	Name of Shareholder	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS									
			Transferee Company		Transferee Company		Transferee Company					
			Future Enterprises Limited (FEL) - Class A		Future Enterprises Limited (FEL) - Class B		Future Enterprises Limited (FEL) - Class A					
			Pre-Arrangement	%	No. of Shares	%	No. of Shares	%				
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>											
1	Indian											
a.	Individuals/ Hindu Undivided Families	Anil Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Ashni Kishore Biyani	-	0.00	71,147	0.18	9,73,821	0.01	71,147	0.18	9,73,821	0.18
		Avni Kishore Biyani	-	0.00	-	0.00	3,15,845	0.00	-	0.00	3,15,845	0.00
		Gopikishan Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Kishore Biyani	-	0.00	2,121	0.01	26,684	0.00	2,121	0.01	26,684	0.01
		Laxminarayan Bansilal Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Rakesh Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Santosh Biyani	-	0.00	-	0.00	1,310	0.00	-	0.00	1,310	0.00
		Sunil Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Vijay Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
		Vivek Biyani	-	0.00	2,121	0.01	25,374	0.00	2,121	0.01	25,374	0.01
b.	Central Government / State Government(s)		-	0.00	-	0.00	-	0.00	-	0.00	-	0.00
c.	Bodies Corporate	Central Departmental Stores Private Limited	5,65,50,710	12.43	2,54,41,753	64.61	5,65,51,960	0.46	2,54,41,753	0.46	5,65,51,960	64.61
		Future Corporate Resources Private Limited (*)	2,78,20,408	6.12	28,79,503	7.31	58,15,23,053	4.76	28,79,503	4.76	58,15,23,053	7.31
		Surplus Finvest Private Limited	77,534	0.02	27,009	0.07	20,16,273	0.02	27,009	0.02	20,16,273	0.07
		Akar Estate And Finance Private Limited	1,000	0.00	-	0.00	14,962	0.00	-	0.00	14,962	0.00
		Future Capital Investment Private Limited	100	0.00	100	0.00	17,89,40,206	1.47	100	1.47	17,89,40,206	0.00
		Future Coupons Private Limited	-	0.00	-	0.00	53,80,29,494	4.41	-	0.00	53,80,29,494	0.00
		RSCL Trading Private Limited	-	0.00	-	0.00	4,42,29,918	0.36	-	0.00	4,42,29,918	0.00
		Srishti Mall Management Company Private Limited	-	0.00	-	0.00	2,65,28,815	0.22	-	0.00	2,65,28,815	0.00
		Ryka Commercial Ventures Private Limited	100	0.00	100	0.00	43,04,09,664	3.53	100	3.53	43,04,09,664	0.00
d.	Financial Institutions / Banks		-	0.00	-	0.00	-	0.00	-	0.00	-	0.00

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.											
Sr. No.	Description	Name of Shareholder	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						Transferee Company		
			Future Enterprises Limited (FEL) - Class A		Future Enterprises Limited (FEL) - Class B		Future Enterprises Limited (FEL) - Class A		Future Enterprises Limited (FEL) - Class B		Post-Arrangement
		Pre-Arrangement		Pre-Arrangement		Pre-Arrangement		Pre-Arrangement		Post-Arrangement	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
e.	Others - [Trust]	Infra Trust (^)									
		Retail Trust (^)									
		Lifestyle Trust (^)									
		Consumer Goods Trust (^)									
	<b>Sub Total (A1)</b>		<b>18.56</b>	<b>2,84,36,580</b>	<b>72.22</b>	<b>1,85,97,39,623</b>	<b>15.23</b>	<b>2,84,36,580</b>	<b>15.23</b>	<b>2,84,36,580</b>	<b>72.22</b>
2	Foreign										
a.	Individuals (Non-Residents Individuals / Foreign Individuals)		0.00	-	0.00	-	0.00	-	0.00	-	0.00
b.	Bodies Corporate		0.00	-	0.00	-	0.00	-	0.00	-	0.00
c.	Institutions		0.00	-	0.00	-	0.00	-	0.00	-	0.00
d.	Any Others		0.00	-	0.00	-	0.00	-	0.00	-	0.00
	<b>Sub Total (A2)</b>		<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)</b>		<b>18.56</b>	<b>2,84,36,580</b>	<b>72.22</b>	<b>1,85,97,39,623</b>	<b>15.23</b>	<b>2,84,36,580</b>	<b>15.23</b>	<b>2,84,36,580</b>	<b>72.22</b>
<b>B</b>	<b>Public Shareholding</b>										
1	Institutions										
a.	Mutual Funds		0.00	50	0.00	21,47,242	0.02	50	0.00	50	0.00
b.	Financial Institutions / Banks		4.34	-	0.00	11,72,55,341	0.96	-	0.00	-	0.00
c.	Central Government/ State Government(s)		0.00	-	0.00	-	0.00	-	0.00	-	0.00
d.	Venture Capital Funds		0.00	-	0.00	-	0.00	-	0.00	-	0.00
e.	Insurance Companies		0.61	400	0.00	16,91,66,773	1.39	400	0.00	400	0.00
f.	Foreign Venture Capital Investors		0.00	-	0.00	-	0.00	-	0.00	-	0.00
g.	Foreign Portfolio Investor		0.19	-	0.00	80,45,10,077	6.59	-	0.00	-	0.00
h.	Alternate Investment Funds		0.00	-	0.00	46,77,91,974	3.83	-	0.00	-	0.00

**Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.**

Sr. No.	Description	Name of Shareholder	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						Transferee Company		Transferee Company			
			Transferee Company Future Enterprises Limited (FEL) - Class A		Transferee Company Future Enterprises Limited (FEL) - Class B		Transferee Company Future Enterprises Limited (FEL) - Class A		Transferee Company Future Enterprises Limited (FEL) - Class B		Transferee Company Future Enterprises Limited (FEL) - Class A			
			Pre-Arrangement		Pre-Arrangement		Pre-Arrangement		Pre-Arrangement		Post-Arrangement		Post-Arrangement	
			No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
i.	Any Other		0.00	-	0.00	-	0.00	-	0.00	-	0.00	0.00		
	<b>Sub Total (B1)</b>		5.14	450	0.00	1,56,08,71,407	12.79	450	0.00		0.00			
2	Non-institutions													
a.	Bodies Corporate	18,87,23,984	41.48	19,11,648	4.86	4,67,70,98,412	38.31	19,11,648	4.86	19,11,648	4.86	4.86		
b.	Individuals													
I	Individuals shareholders holding nominal share capital up to Rs. 2lakh	11,40,17,700	25.06	73,29,681	18.62	2,33,44,10,237	19.12	73,29,681	18.62	73,29,681	18.62	18.62		
II	Individuals shareholders holding nominal share capital in excess of Rs. 2 lakh	3,15,86,608	6.94	12,86,240	3.27	1,20,29,20,713	9.85	12,86,240	3.27	12,86,240	3.27	3.27		
c.	Any Other													
	NBFCs registered with RBI	1,932	0.00	-	0.00	1,10,94,755	0.09	-	0.00	-	0.00	0.00		
	Hindu Undivided Family	61,04,674	1.34	1,23,737	0.31	7,41,44,171	0.61	1,23,737	0.31	1,23,737	0.31	0.31		
	Non Resident Indians (Non Repatriable)	10,77,823	0.24	78,155	0.20	3,20,21,268	0.26	78,155	0.20	78,155	0.20	0.20		
	Non Resident Indians (Repatriable)	26,33,979	0.58	81,809	0.21	7,06,57,728	0.58	81,809	0.21	81,809	0.21	0.21		
	Directors & Relatives	-	0.00	-	0.00	3,82,274	0.00	-	0.00	-	0.00	0.00		
	Clearing Member	3,15,155	0.07	10,139	0.03	94,42,494	0.08	10,139	0.03	10,139	0.03	0.03		
	Trusts	655	0.00	127	0.00	2,92,490	0.00	127	0.00	127	0.00	0.00		
	Office Bearers	18,73,876	0.41	-	0.00	37,10,433	0.03	-	0.00	-	0.00	0.00		
	Fraction Shares	-	0.00	-	0.00	1,54,133	0.00	-	0.00	-	0.00	0.00		
	Foreign Company	-	0.00	-	0.00	36,71,70,020	3.01	-	0.00	-	0.00	0.00		
	Foreign Nationals	-	0.00	-	0.00	7,221	0.00	-	0.00	-	0.00	0.00		
	Body Corp-Ltd Liability Partnership	99,218	0.02	35,652	0.09	-	0.00	35,652	0.09	35,652	0.09	0.09		

Pre Scheme shareholding pattern for all the companies involved in the scheme as on 18th February, 2022.													
Sr. No.	Description	Name of Shareholder	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						Transferee Company				
			Transferor Company Future Enterprises Limited (FEL) - Class A		Transferor Company Future Enterprises Limited (FEL) - Class B		Transferee Company Future Enterprises Limited (FEL) - Class A		Transferee Company Future Enterprises Limited (FEL) - Class B	Post-Arrangement			
		Pre-Arrangement		Post-Arrangement		Pre-Arrangement		Post-Arrangement		No. of Shares		%	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	IEPF		6,45,532	0.14	80,461	0.20	30,21,652	0.02	80,461	0.20			
	Unclaimed Share Account		-	0.00	-	0.00	14,46,686	0.01	-	0.00			
	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	0.00	-	0.00	-	0.00	-	0.00			
	<b>Sub-Total (B2)</b>		<b>34,70,81,136</b>	<b>76.29</b>	<b>1,09,37,649</b>	<b>27.78</b>	<b>8,78,79,74,687</b>	<b>71.98</b>	<b>1,09,37,649</b>	<b>27.78</b>			<b>27.78</b>
<b>(B)</b>	<b>Total Public Shareholding (B) = (B1) + (B2)</b>		<b>37,04,80,549</b>	<b>81.44</b>	<b>1,09,38,099</b>	<b>27.78</b>	<b>10,34,88,46,094</b>	<b>84.77</b>	<b>1,09,38,099</b>	<b>27.78</b>			<b>27.78</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>		<b>45,49,30,401</b>	<b>100.00</b>	<b>3,93,74,679</b>	<b>100.00</b>	<b>12,20,85,85,717</b>	<b>100.00</b>	<b>3,93,74,679</b>	<b>100.00</b>			<b>100.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>		<b>45,49,30,401</b>	<b>100.00</b>	<b>3,93,74,679</b>	<b>100.00</b>	<b>12,20,85,85,717</b>	<b>100.00</b>	<b>3,93,74,679</b>	<b>100.00</b>			<b>100.00</b>

(\*) As per disclosures under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, furnished by the Promoters / PACs.

**Notes:**

- 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.



Pre Scheme shareholding pattern for all the companies involved in the scheme as on February 18, 2022				
Sr. No.	Description	Name of Shareholder	RRVL	
			Reliance Retail Ventures Limited	
			Pre & Post-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families			
b.	Bodies Corporate	Reliance Industries Limited	5,837,758,520	85.06
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)		5,837,758,520	85.06
<b>B</b>	<b>Public Shareholding</b>		<b>1,025,781,234</b>	<b>14.94</b>
	<b>GRAND TOTAL (A) + (B)</b>		<b>6,863,539,754</b>	<b>100.00</b>

*\*Including 2 shares held by nominee shareholders of RIL, the holding company*

Note: The post scheme shareholding pattern of RRVL will not change pursuant to the Scheme

Pre Scheme shareholding pattern for all the companies involved in the scheme as on February 18, 2022				
Sr. No.	Description	Name of Shareholder	RRVL WOS	
			Reliance Retail and Fashion Lifestyle Limited	
			Pre & Post-Arrangement	
			No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
1	Indian			
a.	Individuals/ Hindu Undivided Families			
b.	Bodies Corporate	Reliance Retail Ventures Limited	1,000,000	100.00
	Total Shareholding of Promoter and Promoter Group (A) = (A1) + (A2)		1,000,000	100.00
<b>B</b>	<b>Public Shareholding</b>			
	<b>GRAND TOTAL (A) + (B)</b>		<b>1,000,000</b>	<b>100.00</b>

*\*Including 6 shares held by nominee shareholders of RRVL, the holding company*

Note: The post scheme shareholding pattern of RRVL WOS will not change pursuant to the Scheme

Shareholding of Promoter, Director and KMPs of all companies and their shareholding in all Companies involved in the Scheme																				
Sr. No.	Name of the Company	Name of the present Promoter, Directors and KMP	3	4	Designation							Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS								
					FCL	FLFL	FMNL	FRL	FSCSL	FEL	FEL (Class B)	FCL	FLFL	FMNL						
1	2	3	4	5	6	7	8	9	10	11										
1	FCL	Future Capital Investment Private Limited	Promoter	198,794,025	2,197	-	-	-	100	-	100	100								
2	FCL	Future Enterprises Limited	Promoter	100	-	-	-	-	100	-	-	-								
3	FCL	G N Bajpai	Chairman & Independent Director	250,000	-	-	-	-	-	-	-	-								
4	FCL	Kishore Laxminarayan Biyani	Promoter & Vice - Chairman	-	333	50	2,121	100	-	-	-	-								
5	FCL	Ashni Biyani	Managing Director	67,169	16,770	141	71,147	-	-	-	-	-								
6	FCL	Krishan Kant Rathi	Director	-	-	-	-	-	-	-	-	-								
7	FCL	Jude Limhares	Executive Director	1,200	-	-	-	-	-	-	-	-								
8	FCL	Harinder Sahni	Independent Director	-	-	-	-	-	-	-	-	-								
9	FCL	Deepak Malik	Director	-	-	-	-	-	-	-	-	-								
10	FCL	Neelam Chhiber*	Independent Director	18,000	-	110	2,227	-	-	-	-	-								
11	FCL	Frederic De Mevius	Director	-	-	-	-	-	-	-	-	-								
12	FCL	Adhirej Harish	Independent Director	-	-	-	-	-	-	-	-	-								
13	FCL	Manoj Gagvani*	Company Secretary & Head-Legal	240,000	16	-	-	-	-	-	-	-								
14	FCL	Amit Kumar Agrawal	Deputy Chief Financial Officer	383,999	-	-	-	-	-	-	-	-								
15	FCL	Rajendra Bajaj	Deputy Chief Financial Officer	111,900	-	-	-	-	-	-	-	-								
16	FLFL	Future Enterprises Limited	Promoter	100	-	-	-	-	100	-	-	-								
17	FLFL	Ryka Commercial Ventures Private Limited	Promoter	100	37,104,265	-	-	-	-	-	-	-								
18	FLFL	Lifestyle Trust	Promoter	-	-	-	-	-	-	-	-	-								
19	FLFL	Kishore Laxminarayan Biyani	Vice - Chairperson	-	333	50	2,121	100	-	-	-	-								
20	FLFL	Himanshu Dodeja	Nominee Director	-	-	-	-	-	-	-	-	-								
21	FLFL	Shailesh Vishnubhai Haribhakti	Chairperson & Independent Director	-	-	-	-	-	-	-	-	-								
22	FLFL	Sharada Sunder	Independent Director	-	-	-	-	-	-	-	-	-								
23	FLFL	Rahul Mehta*	Independent Director	-	16	40	50	-	-	-	-	-								
24	FLFL	Chandra Prakash Toshniwal	Director	-	-	-	-	-	-	-	-	-								
25	FLFL	Saurabh Mehta	Alternate Director	-	-	-	-	-	-	-	-	-								
26	FLFL	Rahul Garg	Director	-	-	-	-	-	-	-	-	-								
27	FLFL	Chintamani Aniruddha Bhagat	Nominee Director	-	-	-	-	-	-	-	-	-								
28	FLFL	Vishnuprasad Mokkalpatty	Managing Director	-	-	492	9,878	-	-	-	-	-								
29	FLFL	Sanjay Kumar Mutha	Company Secretary	-	6,657	-	-	-	-	-	-	-								
30	FLFL	Dharmesh Jain	Chief Financial Officer	-	6,041	-	-	-	-	-	-	-								
31	FMNL	Kishore Biyani	Promoter	-	333	50	2,121	100	-	-	-	-								
32	FMNL	Sunil Gopikishan Biyani	Director	-	333	50	2,121	-	-	-	-	-								
33	FMNL	Udita Janak Jhunjhunwala	Director	-	-	-	-	-	-	-	-	-								
34	FMNL	Rajesh Ramjilal Kalyani	Director	-	-	41,025	2,566	-	-	-	-	-								

Shareholding of Promoter, Director and KMPs of all companies and their shareholding in all Companies involved in the Scheme										
Sr. No.	Name of the Company	Name of the present Promoter, Directors and KMP	Designation	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						
				FCL	FLFL	FMNL	FRL	FSCSL	FEL	FEL (Class B)
1	2	3	4	5	6	7	8	9	10	11
35	FMNL	Vijai Singh Dugar	Director	1,250	-	-	200	-	-	-
36	FMNL	Pawan Kumar Agarwal	Wholetime Director	3,000	-	14,500	300	-	-	-
37	FMNL	Pramod Arora	Director	61,774	-	25,000	-	-	-	-
38	FMNL	Anil Poruthala Cherian	Company Secretary	370	-	12,500	-	-	-	-
39	FMNL	Pawan Kumar Agarwal	Chief Financial Officer	3,000	-	14,500	300	-	-	-
40	FRL	Future Corporate Resources Private Limited	Promoter	14,327,302	33,651	41,129,343	45,528,598	499,700	25,266,085	2,879,503
41	FRL	Ryka Commercial Ventures Private Limited	Promoter	100	37,104,265	-	-	-	100	100
42	FRL	Retail Trust	Promoter	-	-	-	-	-	-	-
43	FRL	Kishore Laxminarayan Biyani	Promoter & Chairman	-	333	50	2,121	100	-	2,121
44	FRL	Rakesh Gopikishan Biyani	Managing Director	-	333	50	2,121	-	-	2,121
45	FRL	Ravindra Dhariwal	Independent Director	-	-	-	-	-	-	-
46	FRL	Jacob Mathew*	Independent Director	-	-	110	2,227	-	-	-
47	FRL	Gagan Makar Singh	Independent Director	-	-	-	-	-	-	-
48	FRL	Sadashiv Nayak	CEO	52,181	2,469	117	134,978	-	394	40
49	FRL	Rahul Garg	Director	-	-	-	-	-	-	-
50	FRL	Chandra Prakash Toshniwal	Chief Financial Officer	-	-	-	-	-	-	-
51	FRL	Virendra Mansukhlal Samani	Company Secretary	-	-	-	11,864	22	-	-
52	FSCSL	Future Enterprises Limited	Promoter	100	-	-	-	100	-	-
53	FSCSL	Rakesh Gopikishan Biyani	Director	-	333	50	2,121	-	-	2,121
54	FSCSL	Bala C Deshpande	Independent Director	-	-	-	-	-	-	-
55	FSCSL	Chandra Prakash Toshniwal	Director	-	-	-	-	-	-	-
56	FSCSL	Janat Shah	Independent Director	-	-	-	-	-	-	-
57	FSCSL	Mayur Toshniwal*	Managing Director	57,000	3,121	337	6,755	16,322	5,850	905
58	FSCSL	Amar Sapra	Director	-	-	-	-	-	-	-
59	FSCSL	Vairavan Thangavelu	Chief Financial Officer	-	-	-	-	100	-	-
60	FSCSL	Malini Chopra	Independent Director	-	-	-	-	-	-	-
61	FSCSL	Shimichi Kakiyama	Director	-	-	-	-	-	-	-
62	FSCSL	Vimal K Dhruve	Company Secretary	-	-	-	-	-	-	-
63	FEL	Malini Chopra	Independent Director	-	-	-	-	-	-	-
64	FEL	Kishore Laxminarayan Biyani	Promoter & Vice Chairman	-	333	50	2,121	100	-	2,121
65	FEL	Vijay Biyani	Chairman & Managing Director	-	333	50	2,121	-	-	2,121
66	FEL	Bala C Deshpande	Independent Director	-	-	-	-	-	-	-
67	FEL	Anand Chandrasekaran	Independent Director	-	-	-	-	-	-	-
68	FEL	Chandra Prakash Toshniwal	Director	-	-	-	-	-	-	-

Shareholding of Promoter, Director and KMPs of all companies and their shareholding in all Companies involved in the Scheme										
Sr. No.	Name of the Company	Name of the present Promoter, Directors and KMP	Designation	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						
				FCL	FLFL	FMNL	FRL	FSCSL	FEL	FEL (Class B)
1	2	3	4	5	6	7	8	9	10	11
69	FEL	Bhagchand Baser	Dy. Chief Financial Officer	-	-	-	-	-	-	-
70	FEL	Deepak Navinchandra Tanna	Company Secretary	-	-	-	-	-	-	-
71	FBIL	Future Enterprises Limited	Promoter	100	-	-	-	100	-	-
72	FBIL	Rakesh Gopikishan Biyani	Director	-	333	50	2,121	-	-	2,121
73	FBIL	Punshottam Divnale	Director	-	-	-	-	-	-	-
74	FBIL	Deepak Mahansaria	Director	-	-	-	-	-	-	-
75	FBIL	Ankit Singhania	Director	-	-	-	-	-	-	-
76	FBIL	Deepak Navinchandra Tanna	Company Secretary	-	-	-	-	-	-	-
77	Acute	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
78	Acute	Jayesh Merchant Vijay	Director	-	-	-	-	-	-	-
79	Acute	Bhavesh Savdas Wadhel	Director	-	-	-	-	-	-	-
80	Acute	Vinod Yadav	Director	939	-	-	100	-	132	-
81	Basuti	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
82	Basuti	Amit Acharekar	Director	-	-	182	-	-	-	-
83	Basuti	Amit Kadam	Director	-	-	-	-	-	-	-
84	Brattle	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
85	Brattle	Atul Semwal	Director	-	-	-	-	-	-	-
86	Brattle	Arun Agrawal	Director	-	-	-	-	-	-	-
87	Brattle	Alok Bhriugu Nath Tiwary	Director	-	-	-	-	-	-	-
88	Chirag Operating Lease	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
89	Chirag Operating Lease	Ashok Gordhandas Sarda	Director	4,355	20	-	300	-	1,000	160
90	Chirag Operating Lease	Vijai Singh Dugar	Director	1,250	-	-	200	-	-	-
91	Chirag Operating Lease	Vinod Yadav	Director	939	-	-	100	-	132	-
92	Hare Krishna	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
93	Hare Krishna	Ajay Rajaram Gurav	Director	-	-	-	-	-	-	-
94	Hare Krishna	Arun Agrawal	Director	-	-	-	-	-	-	-
95	Hare Krishna	Vinod Yadav	Director	939	-	-	100	-	132	-

Shareholding of Promoter, Director and KMPs of all companies and their shareholding in all Companies involved in the Scheme										
Sr. No.	Name of the Company	Name of the present Promoter, Directors and KMP	Designation	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						
				FCL	FLFL	FMNL	FRL	FSCSL	FEL	FEL (Class B)
1	2	3	4	5	6	7	8	9	10	11
96	Nice Textcot	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
97	Nice Textcot	Amit Acharekar	Director	-	-	182	-	-	-	-
98	Nice Textcot	Vaibhav Arjun	Director	-	-	-	-	-	-	-
99	Nice Textcot	Arun Madanlal Agrawal	Director	-	-	-	-	-	-	-
100	Nishta	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
101	Nishta	Anil L Biyani	Director	-	333	50	2,121	-	-	2,121
102	Nishta	Alok Bhriugu Nath Tiwary	Director	-	-	-	-	-	-	-
103	Nishta	Vijai Singh Dugar	Director	1,250	-	-	200	-	-	-
104	Ojas	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
105	Ojas	Anand Adukia	Director	-	-	-	-	-	-	-
106	Ojas	Sharad Rustagi	Director	-	-	-	-	-	-	-
107	Ojas	Alok Bhriugu Nath Tiwary	Director	-	-	-	-	-	-	-
108	Precision	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
109	Precision	Ashok Gordhandas Sarda	Director	4,355	20	-	300	-	1,000	160
110	Precision	Damodar Tulsiram Jhawar	Director	-	-	-	-	-	-	-
111	Precision	Vijai Singh Dugar	Director	1,250	-	-	200	-	-	-
112	Rivaaz	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
113	Rivaaz	Ravie Manoharlal Lalpurria	Director	-	-	-	-	-	-	-
114	Rivaaz	Arun Madanlal Agrawal	Director	-	-	-	-	-	-	-
115	Rivaaz	Alok Bhriugu Nath Tiwary	Director	-	-	-	-	-	-	-
116	Syntex	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
117	Syntex	Ajay Rajaram Gurav	Director	-	-	-	-	-	-	-
118	Syntex	Vinod Yadav	Director	939	-	-	100	-	132	-
119	Syntex	Vijai Singh Dugar	Director	1,250	-	-	200	-	-	-
120	Taquito	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
121	Taquito	Nandkishore Kanahiyalal Attal	Director	-	-	-	-	-	-	-
122	Taquito	Alok Bhriugu Nath Tiwary	Managing Director	-	-	-	-	-	-	-
123	Taquito	Nidhi Bajaj	Director	-	-	-	-	-	-	-
124	Unique	Futurebazaar India Limited	Promoter	-	-	-	-	-	-	-
125	Unique	Sharad Rustagi	Director	-	-	-	-	-	-	-
126	Unique	Vikas Ramchandra Kedia	Director	-	2,700	1,539	1,000	-	-	-
127	RRVL	Mukesh Dhirubhai Ambani	Director	-	-	-	-	-	-	-
128	RRVL	Venkatachalam Subramaniam	Managing Director	-	-	-	-	-	-	-
129	RRVL	Sridhar Kothandaraman	Company Secretary	-	-	-	-	-	-	-

Shareholding of Promoter, Director and KMPs of all companies and their shareholding in all Companies involved in the Scheme										
Sr. No.	Name of the Company	Name of the present Promoter, Directors and KMP	Designation	Details of their respective shareholdings in the Transferor Companies, the Transferee Company, RRVL and RRVL WOS						
				FCL	FLFL	FMNL	FRL	FSCSL	FEL	FEL (Class B)
1	2	3	4	5	6	7	8	9	10	11
130	RRVL	Manoj Harjivandas Modi	Director	-	-	-	-	-	-	-
131	RRVL	Pankaj Mohan Pawar	Director	-	-	-	-	-	-	-
132	RRVL	Dipak Chand Jain	Director	-	-	-	-	-	-	-
133	RRVL	Ranjit Vasant Pandit	Director	-	-	-	-	-	-	-
134	RRVL	Dinesh Thapar	Chief Financial Officer	-	-	-	-	-	-	-
135	RRVL	Adil Zaimulbhai	Director	-	-	-	-	-	-	-
136	RRVL	Isha Mukesh Ambani	Director	-	-	-	-	-	-	-
137	RRVL	Akash Mukesh Ambani	Director	-	-	-	-	-	-	-
138	RRVL	Reliance Industries Limited	Promoter	-	-	-	-	-	-	-
139	RRVL WOS	Reliance Retail Ventures Limited	Promoter	-	-	-	-	-	-	-
140	RRVL WOS	Venkatachalam Subramaniam	Director	-	-	-	-	-	-	-
141	RRVL WOS	Pankaj Mohan Pawar	Director	-	-	-	-	-	-	-
142	RRVL WOS	Dinesh Thapar	Director	-	-	-	-	-	-	-

\* including shares held as joint holder(s)

Note:

- The above details of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS are given as on February 18, 2022.
- Since Transferor Company 6 is a wholly owned subsidiary of the Transferee Company and Transferor Company 7 to Transferor Company 19 are wholly owned subsidiaries of Transferor Company 6. None of the Directors or KMP of the companies involved in the Scheme hold any beneficial ownership in the shares of Transferor Company 6 to Transferor Company 19.
- Mr. Vimal Dhruve, Mr. C. P. Toshniwal, Mr. Deepak Tanna and Mr. Virendra Samani, Director / KMP of the respective companies mentioned above, individually hold one equity share in Transferor Company 6 as a nominee shareholder of the Transferee Company.
- Mr. Vimal Dhruve, Mr. C. P. Toshniwal, Mr. Deepak Tanna and Mr. Virendra Samani, Director / KMP of the respective companies mentioned above, individually hold one equity share in Transferor Company 7 to Transferor Company 19 as a nominee shareholder of Transferor Company 6.
- Reliance Industries Limited (RIL) holds 583,77,58,520 in RRVL. The entire shareholding of RRVL WOS is held by RRVL.
- None of the Directors or KMP of the companies involved in the Scheme hold any shares of RRVL or RRVL WOS, except Mr. Venkatachalam Subramaniam, Managing Director of RRVL and director of RRVL WOS, who holds one equity share in RRVL WOS, jointly with RRVL, as nominee of RRVL.
- Mr. C. P. Toshniwal is beneficiary of CPT Family Trust and Karta of C.P. Toshniwal HUF, which hold shares in the following Companies:

Company	CPT Family Trust	C.P. Toshniwal HUF
	No. of shares held	No. of shares held
FCL	1,000,000	-
FLFL	84,592	-
FMNL	550	-
FRL	70,904	20,000
FEL	10,000	-
FEL (Class B)	1,000	20,000



## Amount due to Unsecured Creditors

Sr. No.	Name of Company	Amt (in INR Crores)
1	Future Consumer Limited (As on January 31, 2022)	164.21
2	Future Lifestyle Fashions Limited (As on January 31, 2022)	3,187.03
3	Future Market Networks Limited (As on January 31, 2022)	168.21
4	Future Retail Limited (As on January 31, 2022)	6,570.53
5	Future Supply Chains Solutions Limited (As on January 31, 2022)	338.81
6	Futurebazaar India Limited (As on January 31, 2022)	2.51
7	Acute Retail Infra Private Limited (As on January 31, 2022)	158.40
8	Basuti Sales and Trading Private Limited (As on January 31, 2022)	162.53
9	Brattle Foods Private Limited (As on January 31, 2022)	50.69
10	Chirag Operating Lease Co. Private Limited (As on January 31, 2022)	111.33
11	Hare Krishna Operating Lease Private Limited (As on January 31, 2022)	0.002
12	Nice Texcot Trading & Agency Private Limited (As on January 31, 2022)	193.34
13	Nishta Mall Management Company Private Limited (As on January 31, 2022)	485.62
14	Ojas Tradelease and Mall Management Private Limited (As on January 31, 2022)	470.13
15	Precision Realty Developers Private Limited (As on January 31, 2022)	2,123.09
16	Rivaaz Trade Ventures Private Limited (As on January 31, 2022)	354.70
17	Syntex Trading & Agency Private Limited (As on January 31, 2022)	1,049.98
18	Taquito Lease Operators Private Limited (As on January 31, 2022)	234.86
19	Unique Malls Private Limited (As on January 31, 2022)	17.19
20	Future Enterprise Limited (As on January 31, 2022)	1,344.66
21	Reliance Retail Ventures Limited (As on January 31, 2022)	14,640.70
22	Reliance Retail and Fashion Lifestyle Limited (As on January 31, 2022)	0.00

**Details of names and addresses of the Promoters, Directors and KMPs of the Transferor Companies, the Transferee Company, RRVL and RRVL WOS as on February 18, 2022**

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
1	FCL	<b>Directors</b>	
		Mr. G N Bajpai	Flat No 1903 E, Crest Bldg, The World Towers, Opp Lodha Supremus, S B Marg, Upper Worli, Mumbai - 400013
		Mr. Kishore Laxminarayan Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai - 400 006
		Ms. Ashni Biyani (Director & KMP)	406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai - 400 006
		Mr. Krishan Kant Rathi	B-72, 7th Floor, Dakshina Park, Plot No. 15, N.S. Road, 10th JVPD Scheme, Mumbai-400 049
		Mr. Jude Linhares (Director & KMP)	Atlantis, Flat No. 1806, B-Wing, Hiranandani Gardens, Powai, Mumbai-400076
		Mr. Harminder Sahni	B-1/301, WORLD SPA WEST, SECTOR-30/41, Gurgaon, Haryana - 122 001
		Mr. Deepak Malik	9 Nathan Road, #19-01, Regency Park, Singapore - 248 730
		Ms. Neelam Chhiber	No: 53/3 – Horamavu Agara, Doddabanasawadi, Bangalore, Karnataka - 560043
		Mr. Frederic De Mevius	47-49 Abingdon Road, W8 6AN, United Kingdom
		Mr. Adhiraj Harish	13, CCI Chambers, Dinshaw Wacha Road, Churchgate Mumbai – 400 020
		<b>Promoter</b>	
		Future Enterprises Limited	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060
		Future Capital Investment Private Limited	2 <sup>nd</sup> Floor, SOBO Central Mall, Pt. Madan Mohan Malviya Road, Haji Ali, Tardeo, Mumbai - 400 034
		Mr. Kishore Laxminarayan Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai - 400 006
		<b>KMPs</b>	
		Manoj Gagvani	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060
Amit Kumar Agrawal <sup>#</sup>	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060		
Rajendra Bajaj <sup>#</sup>	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060		
2	FLFL	<b>Directors</b>	
		Mr. Shailesh Vishnubhai Haribhakti	10 & 11 Sahil Apartment, S. K. Barodawala Road, 14 Altamount Road, Cumballa Hill, Mumbai – 400026.
		Mr. Kishore Laxminarayan Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai – 400 006.
		Ms. Sharada Sunder	6202, Lodha Venezia, Parel, Mumbai 400033
		Mr. Rahul Mehta	121 Rewa Apartments, Bhula Bhai Desai Road, Mumbai - 400 026
		Mr. Vishnuprasad Mokkalpatty	2589, 17th Cross, 9th Main, Near Nagalaxmi Kalyan Mantap, Banashankari 2nd Stage, Bengaluru - 560070.
		Mr. Chintamani Aniruddha Bhagat	235 Arcadia Road, #06-02 Arcadia, Singapore – 289843.
		Mr. Himanshu Dodeja	Flat No 92, 9th Floor, Jolly Maker Apartment No. III, Cuffe Parade, Mumbai Maharashtra, India 400005
		Mr. Rahul Garg	A-503, UKN Esperanza, Tubarahalli, Varthur Road, Whitefield, Bengaluru-560066.
		Mr. Chandra Prakash Toshniwal	A-407/408, A-Wing, Oberoi Splendor, Jogeshwari-Vikroli Link Road, Andheri (East), Mumbai – 400 060.
		Mr. Saurabh Mehta	Flat 7A, GH2, Gurgaon One Sector 22, Molahera (65), Palam Road, Gurgaon -122015
		<b>Promoters</b>	
		Future Enterprises Limited	Knowledge House, Shyam Nagar, Jogeshwar Link Road, Jogeshwari (East) Mumbai MH 400060 IN
		Ryka Commercial Ventures Private Limited	5th Floor, SOBO Central, 28,P.T. Madan Mohan Malviya Road, Tardeo, Mumbai Mumbai City MH 400034
		LifeStyle Trust	5th Floor, SOBO Mall, Near Haji Ali, 28, P.T. Madan Mohan Malviya Road, Tardeo, Mumbai - 400034
		<b>KMPs</b>	
		Mr. Sanjay Kumar Mutha	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060
Mr. Dharmesh Jain	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai-400060		

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
3	FMNL	<b>Directors</b>	
		Mr. Sunil Biyani	2302/23rd Floor, Vivarea Tower B-2, Sane Guruji Marg, Hindustan Spinning Mills & Wire Mills Compound, Mumbai - 400011
		Mr. Vijai Singh Dugar	B-605, Oberoi Park View, Tower - A, Thakur Village, Near Thakur Cinema, Kandivali East, Mumbai - 400101
		Ms. Udit Jhunjhunwala	6A, Bhagwat Niwas, Pedder Road, Cumballa Hill, Mumbai - 400026
		Mr. Rajesh Kalyani	Flat no. 1506, Oberoi Park View, Tower - A, Thakur Village, W.E. Highway, Kandivali East, Mumbai - 400101
		Mr. Pramod Arora	11, Paschimi Marg, DLF PH-1, Gurgaon 122001
		Mr. Pawan Kumar Agarwal (Director & KMP)	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060
		<b>Promoters</b>	
		Mr. Kishore Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabar Hill, Mumbai - 400006
		<b>KMPs</b>	
Anil Poruthala Cherian	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060		
4	FRL	<b>Directors</b>	
		Mr. Kishore Biyani	406, Jeevan Vihar, Manav Mandir Road, Mumbai - 400 006
		Mr. Rakesh Biyani	Flat No. 1903, 19th Floor, B Wing, Vivarea Building, Sane Guruji Marg, Jacob Circle, Mumbai - 400011
		Mr. Ravindra Dhariwal	Aashray Farm, Opp. N.V. Farm, Sub P.O., S P School, Bharti Mines, Asola Village, New Delhi, Delhi - 110030.
		Ms. Gagan Makar Singh	422, Magnolia, DLF 5, Golf Course Road, Gurgaon -122 009
		Ms. Jacob Mathew	53-3, Horamavu Agara, Doddabanaswadi, Bangalore - 560043
		Mr. Rahul Garg	A-503, UKN Esperanza, Tubarahalli, Varthur Road, Whitefield, Bengaluru - 560066
		<b>Promoter</b>	
		Mr. Kishore Biyani	406, Jeevan Vihar, Manav Mandir Road, Mumbai - 400 006
		Retail Trust	5th Floor, SOBO Mall, Near Haji Ali, No. 28, Pt. Madan Mohan Malviya Road, Tardeo, Mumbai - 400 034
		Future Corporate Resources Private Limited	Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060
		Ryka Commercial Ventures Private Limited	5th Floor, SOBO Mall, Near Haji Ali, No. 28, Pt. Madan Mohan Malviya Road, Tardeo, Mumbai - 400 034
		<b>KMPs</b>	
		Mr. Chandra Prakash Toshniwal	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060
Mr. Sadashiv Nayak	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060		
Mr. Virendra Mansukhlal Samani	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060		
5	FSCSL	<b>Directors</b>	
		Mr. Rakesh Biyani	B/1903, Vivarea, Sane Guruji Marg, Jacob Circle, Mahalaxmi, Mumbai - 400011
		Mr. Mayur Toshniwal	322-B, Hamilton Court, DLF Phase 4, Gurgaon - 122009, Haryana
		Ms. Bala C Deshpande	C 2001/02, Rustomjee Seasons, Madhusudan Kalelkar Road, Gandhi Nagar, Bandra (E), Mumbai - 400051
		Mr. Shinichi Kakiyama	419, Minamusina 7-5-21, Koto-ku, Tokyo, Japan
		Ms. Malini Chopra	E - 490, Greater Kailash - II New Delhi - 110048
		Mr. Amar Sapra	Faculty Quarter No. 419, IIM-B Campus, Bannerghatta Road, Bilekahally, Bangalore - 560076
		Mr. Janat Shah	Indian Institute of Management, Udaipur Polymer Science Building, MLSU Campus, Udaipur - 313001
		Mr. Chandra Prakash Toshniwal	A - 407/ 408, A-Wing, Oberoi Splendor, Jogeshwari Vikhroli Link Road, Mumbai - 400060
		<b>Promoters</b>	
		Future Enterprises Limited	Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari East, Mumbai - 400060
		<b>KMPs</b>	
		Mr. Vairavan Thangavelu	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060
		Mr. Vimal K Dhruve	Knowledge House, Shyam Nagar, Off JVLR, Jogeshwari (East), Mumbai - 400060

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
6	FEL	<b>Directors</b>	
		Mr. Kishore Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabhar Hill, Mumbai - 400006
		Ms. Bala C. Deshpande	C 2001/02, Rustomjee Seasons, Madhusudan Kalelkar Road, Gandhi Nagar, Bandra (E), Mumbai - 400051
		Mr. Vijay Biyani	Flat No. 3603, Vivarea Towers, B Wing, S.G Marg, Jacob Circle, Mahalaxmi, Mumbai - 400011
		Mr. Anand Chandrasekaran	332, Cowper St. Palo Alto CA 94301 US
		Ms. Malini Chopra	E - 490, Greater Kailash - II New Delhi - 110048
		Mr. C. P. Toshniwal	A-407/408, A-Wing, Oberoi Splendor, Jogeshwari Vikhroli Link Road, Mumbai - 400060
		<b>Promoter</b>	
		Mr. Kishore Biyani	406, Jeevan Vihar, Manav Mandir Road, Malabhar Hill, Mumbai - 400006
		<b>KMPs</b>	
Deepak Navinchandra Tanna	Knowledge House, Shyam Nagar, Off JVL R, Jogeshwari (East), Mumbai - 400060		
Bhagchand Baser	Knowledge House, Shyam Nagar, Off JVL R, Jogeshwari (East), Mumbai - 400060		
7	FBIL	<b>Directors</b>	
		Mr. Rakesh Gopikishan Biyani	B/1903, Vivarea, Sane Guruji Marg, Jacob Circle, Mahalaxmi, Mumbai, Maharashtra - 400011
		Mr. Purushottam Divnale	302/B Shankar Apartment, 393, Kanti Nagar, J B Nagar, Andheri (E), Mumbai - 400059
		Mr. Deepak Mahansaria	R Z H/18a, MD I K H No. - 15/7, S/f Back Side, Mahavir Enclave, Gurudwara Gali, Palam Village, Delhi - 110045
		Mr. Ankit Singhania	41, Khatipura, Marudhar Vihar, Jaipur, Rajasthan - 302012
		<b>Promoters</b>	
		Future Enterprises Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060
		<b>KMPs</b>	
Deepak Navinchandra Tanna	Knowledge House, Shyam Nagar, Off JVL R, Jogeshwari (East), Mumbai - 400060		
8	Acute	<b>Directors</b>	
		Mr. Jayesh Merchant Vijay	D/701, River Park CHS, Opp Saidham Temple, Thakur Village, Off W E Highway, Kandivali (East), Mumbai, Maharashtra - 400101
		Mr. Bhavesh Savdas Wadhel	Room no. 16, Chawl no. 09, Matoshri Janki Nagar, Near Ganesh Mandir, Manisha Nagar Gate no. 01, Kal, Thane, Maharashtra - 400605
		Mr. Vinod Yadav	203, Shree Ashtvinayak Tower, Wing 10, Kargil Road, Vishnu Vihar Complex, Manvel Pada, Vi, Palghar, Maharashtra - 401305
		<b>Promoters</b>	
		Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060
9	Basuti	<b>Directors</b>	
		Mr. Amit Acharekar	Room No. 7, 1st Floor, Manik Patil House, Navghar Road 2nd Lane, Mulund East, Mumbai - 400081
		Mr. Amit Kadam	Kadam Chawl, Ghodekhot Ali, Agra Road, Oppo- Petrol Pump, Kalyan west, Kalyan Thane, Maharashtra - 421301
		<b>Promoters</b>	
		Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060
10	Brattle	<b>Directors</b>	
		Mr. Atul Semwal	Flat No. B302, Wing B, Shiv Kiran Building EC 42, Thane, Maharashtra - 401208
		Mr. Arun Agrawal	B-704, Crystal avenue, raftani Park Road, Thakur Village, Kandivali East - 400101
		Mr. Alok Bhrigu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane Maharashtra - 401107
		<b>Promoters</b>	
		Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
11	Chirag Operating Lease	<b>Directors</b>	
		Mr. Ashok Gordhandas Sarda	9, Tripti CHS, Hanuman Road, Vile Parle East, Near Jain Mandir, Mumbai Maharashtra - 400057
		Mr. Vijai Singh Dugar	B/605, Oberoi Park View, Thakur Village, Near Thakur Cinema, Kandivali East. Mumbai Maharashtra - 400101
		Mr. Vinod Yadav	203, Shree Ashtvinayak Tower, Wing 10, Kargil Road, Vishnu Vihar Complex, Manvel Pada, Vi, Palghar, Maharashtra - 401305
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
12	Hare Krishna	<b>Directors</b>	
		Mr. Ajay Rajaram Gurav	A, Kinni Francis, B Kinni House, 136/B Kesarinath Buva Bhyae Marg, Near Bhandarwada, Worli Village, Mumbai - 400030
		Mr. Arun Agrawal	B-704, Crystal avenue, raftani Park Road, Thakur Village, Kandivali East - 400101
		Mr. Vinod Yadav	203, Shree Ashtvinayak Tower, Wing 10, Kargil Road, Vishnu Vihar Complex, Manvel Pada, Vi, Palghar, Maharashtra - 401305
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
13	Nice Texcot	<b>Directors</b>	
		Mr. Vaibhav Arjun	B/104, Umiya Complex, Mahatma Phule Road, Near Hari Om Pooja, Dombivali West, Kalyan, Thane, Maharashtra - 421202
		Mr. Amit Acharekar	Room No.7, 1st Floor, Manik Patil House, Navghar Road 2nd Lane, Mulund East, Mumbai - 400081
		Mr. Arun Madanlal Agrawal	B-704, Crystal avenue, raftani Park Road, Thakur Village, Kandivali East - 400101
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
14	Nishta	<b>Directors</b>	
		Mr. Anil L Biyani	Beaumonde, 2701-2702, C wing, Appasaheb Marathe marg, Near Siddhiwinayak Temple Prabhadevi, Mumbai, Maharashtra - 400025
		Mr. Alok Bhrigu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane Maharashtra - 401107
		Mr. Vijai Singh Dugar	B/605, Oberoi Park View, Thakur Village, Near Thakur Cinema, Kandivali East. Mumbai, Maharashtra - 400101
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
15	Ojas	<b>Directors</b>	
		Mr. Anand Adukia	B-202, Ashavari Tower, Behind Karnawati Bunglows, S.g. Highway, Satellite Ahmedabad City, Manekbag. Ahemdabad, Gujarat - 380015
		Mr. Sharad Rustagi	Flat: 405, Floor 4, Wing: C3, Lok Mansarovar, Lok Everest, J.s.d Road, Opp City Of Joy, Mumbai Maharashtra - 400080
		Mr. Alok Bhrigu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane Maharashtra - 401107
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
16	Precision	<b>Directors</b>	
		Mr. Ashok Gordhandas Sardas	9, Tripti CHS, Hanuman Road, Vile Parle East, Near Jain Mandir, Mumbai, Maharashtra - 400057
		Mr. Damodar Tulsiram Jhavar	A - 206 Ankur Ganapati Krupa Chs Ltd, Cabin Road Near Sai Nagar, Bhayander East, Thane, Maharashtra - 401105
		Mr. Vijai Singh Dugar	B/605, Oberoi Park View, Thakur Village, Near Thakur Cinema, Kandivali East, Mumbai, Maharashtra - 400101
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
17	Rivaaz	<b>Directors:</b>	
		Mr. Ravie Manoharlal Lalpurria	101, Shantideep Building, JB nagar, Andheri(east), Opp Suhash Guest House Mumbai, Maharashtra - 400059
		Mr. Arun Madanlal Agrawal	1201-58/b Ashtavinayak CHS Ltd, Opp. Ekta Nagar, Near Csr Complex, Kandivali (West) Mumbai, Maharashtra - 400067
		Mr. Alok Bhriagu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane, Maharashtra - 401107
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
18	Syntex	<b>Directors:</b>	
		Mr. Ajay Rajaram Gurav	A, Kinni Francis, B Kinni House, 136/B Kesarinath Buva Bhyae, Marg, Near Bhandarwada, Worli Village, Mumbai, Maharashtra - 400030
		Mr. Vinod Yadav	203, Shree Ashtvinayak Tower, Wing 10, Kargil Road, Vishnu Vihar Complex, Manvel Pada, VI, Palghar, Maharashtra - 401305
		Mr. Vijai Singh Dugar	B/605, Oberoi Park View, Thakur Village, Near Thakur Cinema, Kandivali East, Maharashtra - 400101
		<b>Promoters</b>	
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	
19	Taquito	<b>Directors</b>	
		Mr. Nandkishore Kanahiyalal Attal	705 Orchid Towers, Lokhandwala Complex, Gate No 4, Kandivili East, Mumbai, Maharashtra - 400101
		Mr. Alok Bhriagu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane Maharashtra - 401107
		Ms. Nidhi Bajaj	A/401, Kailash Mansarovar, Amrutvani Road, Near Maxus Mall, Bhayander (West), Thane Maharashtra - 401101
		<b>Promoters</b>	
			Futurebazaar India Limited
20	Unique	<b>KMPs</b>	
		Mr. Alok Bhriagu Nath Tiwary	C-40/302, Prem Sagar, Sector 2, Shantinagar, Mira Bhayander, Mira Road (East), Thane Maharashtra - 401107
		<b>Directors</b>	
		Mr. Sharad Rustagi	Flat: 405, Floor 4, Wing: C3, Lok Mansarovar, Lok Everest, J.S.D Road, Opp. City of Joy, Mumbai, Maharashtra - 400080
	Mr. Vikas Ramchandra Kedia	203, Shreenath Krupa Building - A, Navghar Road, Kasturi Park, Bhayander (East), Mumbai - 401105	
	<b>Promoters</b>		
	Futurebazaar India Limited	Knowledge House, Shyam Nagar, Jogeshwari Vikhroli Link Road, Jogeshwari (East) Mumbai - 400060	

Sr. No.	Name of the Company	Name of the present Promoters, Directors & Key Managerial Persons (KMPs)	Address of the present Promoters, Directors & Key Managerial Persons (KMPs)
21	RRVL	<b>Directors:</b>	
		Mr. Mukesh D. Ambani	39, Altamount Road, Mumbai - 400026
		Mr. Manoj Modi	10A/B, Sudhakar Co-Operative Housing Society, 26, Narayan Dabholkar Road, Mumbai - 400006
		Mr. Akash M. Ambani	39, Altamount Road, Mumbai - 400026
		Ms. Isha M. Ambani	39, Altamount Road, Mumbai - 400026
		Mr. V. Subramaniam	Aabharan, Plot No.95, Sector 21, Near Central Park, Kharghar, Raigarh - 410210
		Mr. Pankaj Pawar	302, Archana Saurabh CHS, Plot No 20, Sector 7, Koparkhairane, Navi Mumbai - 400709
		Mr. Dipak C. Jain	55, Overlook Dr Golf, Illinois 60029, United States of America
		Mr. Adil Zainulbhai	The Imperial Apartment, Flat no. 4701, B B Nakashe Marg, Tardeo, Mumbai - 400034
		Mr. Ranjit V. Pandit	Darbhangha Mansion, Flat No.01, 12 Carmichael Road, Mumbai - 400026
		<b>Promoters</b>	
		Reliance Industries Limited	3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400021
		<b>KMPs</b>	
		Mr. Sridhar Kothandaraman	B - 2101, Bhumiraj Hermitage, Palm Beach Road, Sector 18, Sanpada, Navi Mumbai - 400705
		Mr. Dinesh Thapar	Flat No. 2605, C Wing, Oberoi Woods, Mohan Gokhale Road, Goregaon East, Mumbai - 400063
22	RRVL WOS	<b>Directors:</b>	
		Mr. V. Subramaniam	Aabharan, Plot No 95, Sector No 21, Near Central Park, Kharghar, Raigarh - 410210
		Mr. Pankaj Pawar	302-Archana-Saurabh CHS, Plot No-20, Sector-7, Koparkhairne, Navi Mumbai - 400709
		Mr. Dinesh Thapar	Flat No. 2605, C Wing, Oberoi Woods, Mohan Gokhale Road, Goregaon East, Mumbai - 400063
		<b>Promoters</b>	
Reliance Retail Ventures Limited	Court House Lokmanya Tilak Marg, Dhobi Talao, Mumbai - 400 002		

# Appointed as Deputy Chief Financial Officer of the Company w.e.f 15th February, 2022



**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended****Review Report to  
The Board of Directors  
Future Consumer Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Future Consumer Limited (the "Company") for the quarter ended December 31, 2021 and year to date from April 01, 2021 to December 31, 2021 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. As described in Note 6 to the financial results, due to non-availability of financial information and ongoing dispute with the JV partner, the Company is unable to determine the fair value of Company's investments in Aussee Oats Milling Private Limited (joint venture) and Aussee Oats India Private Limited (step down joint venture) as at December 31, 2021. In absence of sufficient and appropriate evidence, we are unable to comment on the carrying value of above investments (including investments, loans and other assets) amounting to Rs. 9,126 lakhs and the consequent impact thereof.
5. Based on our review conducted as above, except for the possible effects of our observations in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# SRBC & COLLP

Chartered Accountants

## Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

6. Emphasis of Matter

We draw attention to Note 3 of the Standalone Financial Results, which describes the uncertainties and the impact of Covid-19 pandemic on the Company's operations and recoverability of assets. The estimates as at the date of approval of these Standalone Financial Results may differ based on the ongoing impact of the pandemic, improvement in the economy and the business of the Company. Our conclusion is not modified in respect of this matter.

For SRBC & CO LLP  
Chartered Accountants  
ICAI Firm registration number: 324982E/E300003



per Pramod Kumar Bapna  
Partner  
Membership No.: 105497  
UDIN: 22105497AAAAAH9319



Place: Mumbai  
Date: February 2, 2022

## Future Consumer Limited

Regd. Office : Knowledge House, Shyam Nagar, Off. Jogeshwar Vikhrol Link Rd., Jogeshwar (E), Mumbai-60.  
visit us at : www.futureconsumer.in

### STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

(Rs. in Lakhs except per share data)

PARTICULARS (Refer Notes below)	For the		For the		For the		For the	
	Quarter ended		Quarter ended		Quarter ended		Quarter ended	
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1 Income</b>								
(a) Revenue from operations	31,482.09	31,777.77	4,413.47	80,793.82	32,147.87	58,742.60		
(b) Other Income	1,340.00	1,415.33	1,439.83	4,556.36	4,081.58	6,177.88		
<b>Total Income</b>	<b>32,822.09</b>	<b>33,193.10</b>	<b>5,853.30</b>	<b>85,350.18</b>	<b>36,829.45</b>	<b>64,920.48</b>		
<b>2 Expenses</b>								
(a) Cost of materials consumed	2,544.54	2,563.00	235.12	6,574.61	1,179.99	2,658.01		
(b) Purchases of Stock in Trade	26,633.46	25,121.33	4,939.55	66,983.78	19,058.48	41,082.59		
(c) Changes in inventories of finished goods and stock-in-trade	(2,476.71)	(340.23)	(454.87)	(4,770.54)	10,567.72	9,659.70		
(d) Employee benefits expense	1,038.75	1,057.92	1,174.10	3,248.03	3,473.43	4,736.23		
(e) Finance Costs	1,465.87	1,607.33	1,808.02	4,699.66	5,490.45	7,001.98		
(g) Depreciation and Amortisation expense	919.19	960.67	929.57	2,844.05	3,065.76	4,094.94		
(g) Other expenses	5,544.13	2,869.56	6,302.53	10,532.82	14,963.37	26,170.49		
<b>Total Expenses</b>	<b>35,669.23</b>	<b>33,839.78</b>	<b>14,934.02</b>	<b>90,106.41</b>	<b>57,789.20</b>	<b>95,483.94</b>		
<b>3 Profit / (Loss) before Exceptional Items (1-2)</b>	<b>(2,847.14)</b>	<b>(646.68)</b>	<b>(9,080.72)</b>	<b>(4,756.23)</b>	<b>(20,959.75)</b>	<b>(30,482.46)</b>		
4 Exceptional items (Refer Note 7)	(2,796.20)	-	-	(2,796.20)	(3,558.80)	(8,494.25)		
<b>5 Profit / (Loss) before tax (3+4)</b>	<b>(5,643.34)</b>	<b>(646.68)</b>	<b>(9,080.72)</b>	<b>(7,552.43)</b>	<b>(24,518.55)</b>	<b>(38,976.71)</b>		
<b>6 Tax expense / (benefit)</b>								
Current Tax	-	-	-	-	-	-		
Tax relating to prior years	-	-	-	-	-	(139.96)		
Deferred Tax	-	-	(1,099.50)	-	(1,798.50)	2,239.27		
<b>7 Profit / (Loss) for the period (5-6)</b>	<b>(5,643.34)</b>	<b>(646.68)</b>	<b>(7,981.22)</b>	<b>(7,552.43)</b>	<b>(22,719.97)</b>	<b>(41,076.02)</b>		
<b>8 Other comprehensive income (OCI)</b>								
A (i) Items that will not be reclassified to statement of profit or loss	-	-	-	-	-	150.48		
(ii) Income tax relating to items that will not be reclassified to statement of profit or loss	-	-	-	-	-	(37.87)		
B (i) Items that will be reclassified to statement of profit or loss	-	(0.04)	0.74	(1.50)	2.80	2.65		
<b>9 Total comprehensive Income (7+8)</b>	<b>(5,643.34)</b>	<b>(646.72)</b>	<b>(7,980.48)</b>	<b>(7,553.93)</b>	<b>(22,717.17)</b>	<b>(40,966.70)</b>		
10 Paid-up equity share capital (Face Value of Rs.6/- per share)	1,19,014.91	1,18,415.29	1,18,415.29	1,19,014.91	1,18,415.29	1,18,415.29		
11 Reserves excluding Revaluation Reserves	-	-	-	-	-	(23,165.23)		
12 Earnings per share (EPS) after exceptional item (of Rs.6/- each) (not annualised for interim periods) :								
a) Basic (Rs.)	(0.28)	(0.03)	(0.40)	(0.38)	(1.15)	(2.08)		
b) Diluted (Rs.)	(0.28)	(0.03)	(0.40)	(0.38)	(1.15)	(2.08)		
Earnings per share (EPS) before exceptional item (of Rs.6/- each) (not annualised for interim periods) :								
a) Basic (Rs.)	(0.14)	(0.03)	(0.40)	(0.24)	(0.97)	(1.65)		
b) Diluted (Rs.)	(0.14)	(0.03)	(0.40)	(0.24)	(0.97)	(1.65)		

**Notes:**

- The Company is engaged in the business of Branding, Manufacturing, Processing, Selling and Distribution of "Consumer Products" which constitutes a single reporting segment. Hence there is no separate reportable segment as per Indian Accounting Standard - 108 "Operating Segments".
- During the period there was no acquisition of treasury shares by the ESOP trust or issue of shares due to exercise of stock options.
- The COVID-19 pandemic is unprecedented, and the Company has experienced its adverse impact. The Company has faced issues in supply chain, warehousing, packing centres, administrative offices, etc. which has adversely affected the operations of the Company including its ability to be consistent with supplies and sales and which in turn has also impacted liquidity position of the Company. While the Company continues to work very closely with all the stakeholders, the situation continues to be still evolving. The Company has incurred loss before tax during the quarter and nine months ended December 31, 2021 primarily owing to the lower volumes, finance costs and depreciation. The Company has adopted several cost reductions measures to address the liquidity crunch to maintain sufficient operational cash flows. The Company has invoked One Time Restructuring (OTR) of loans on November 09, 2020 as per RBI guidelines which has been approved by all the lenders on May 06, 2021; and entered into an agreement with debenture trustees of CDC Securities Master Trust on December 24, 2021. The payment of repayments of Non-Convertible Debentures. The Company's financial results, has relied on available internal and external sources of information and indicators of economic forecasts, including the impact of Covid-19 while assessing the carrying amounts of current and non-current assets and its repayment obligations on a timely basis up to the date of approval of these financial results. However, the future impact of the global health pandemic and other events may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

  
**SIGNED FOR IDENTIFICATION**  
**BY**  
**S R B C & CO LLP**  
**MUMBAI**



The Board of Directors of the Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("the Scheme") which involves: (i) merger of Future Consumer Limited ("the Company"), and other 18 Transferor Companies with Future Enterprises Limited ("FEL" or "Transferor Company") (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WCS"), and (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"), (iv) Transfer and vesting of Retail & Wholesale Undertaking from Amazon.com Investment Holdings LLC. (Amazon) has initiated arbitration against Future Retail Limited (FRL, a party to the Scheme) and its promoters on October 5, 2020 before Singapore International Arbitration Centre (SIAC). Emergency Arbitrator (EA) has passed an interim order on October 23, 2020 (EA Order) inter alia restraining FRL and promoters from taking any steps in furtherance of the resolution passed on August 29, 2020. Further in relation to the Arbitration Proceedings, a Tribunal has been constituted by SIAC on January 5, 2021 and FRL has filed two applications before the Tribunal, first being an application under section 16 of the Act challenging the jurisdiction of the Tribunal; and second being an application under Rule 10 of Schedule 1 of SIA Rules for vacation of the EA Order. The hearing for both the application was concluded on July 16, 2021 and the SIAC has passed a partial award on October 20, 2021 dismissing section 16 application of FRL and concluded that FRL is a party to the arbitration agreement. Further the SIAC also passed an order in the matter of second application under Rule 10 of Schedule 1 of SIA Rules for vacation of the EA order and dismissed that application as well. Thereafter, between November 01, 2021 to November 05, 2021 the Arbitral Tribunal concluded the hearing on evidence and scheduled the hearing on the determination of the quantum of damages on January 05, 2022 to January 08, 2022. In a parallel proceeding filed by Future Coupons Pvt Ltd. (FCPL) before the Competition Commission of India ("CCI") alleging misrepresentation on the part of Amazon, the CCI on December 17, 2021 passed an order inter alia keeping the approval granted by it to Amazon for its investment in FCPL in abeyance ("CCI Order"). Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed by order dated January 04, 2022. Being aggrieved by the said order dated January 04, 2022, FRL filed an Appeal (LPA 06 of 2022) before the Division Bench of the Delhi High Court, who by order dated January 05, 2022 stayed further proceedings before the arbitral tribunal till the next date of hearing, i.e. February 01, 2022 (which now stands extended till March 21, 2022). Amazon has also filed a Special Leave Petition against the said Order dated January 05, 2022 which will be listed on February 08, 2022. In the Special Leave Petitions filed by FRL (impugning the Status Quo Order; Detailed Order and 5.37 Order) the Supreme Court of India on February 01, 2022 has passed its judgment inter alia: a. Setting aside the Status Quo Order dated February 02, 2021 and Detailed Order dated March 18, 2021, passed by the learned Single Judge of Hon'ble Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA order; and b. Setting aside the 5.37 Order dated October 29, 2021 passed by the Hon'ble Delhi High Court and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits. The Appeal filed by FRL against the Tribunal's Decision will be listed on March 22, 2022.

5 The Scheme of Arrangement between Athena Life Sciences Private Limited ("Athena") and the Company and their respective Shareholders and Creditors ("Scheme") was sanctioned in terms of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 by Hon'ble National Company Law Tribunal, Mumbai Bench. The scheme was filed with Registrar of Companies on 6th October 2021 which is considered to be the effective date on which the control is transferred to the Company. On 6th October 2021, the Company has completed the transfer of identified undertaking of Athena via an all-equity consideration under which 13 shares of the Company were allotted for 89 shares of Athena. Pursuant to the Scheme, the Company has, on 6th October 2021, approved allotment of 99,93,764 equity shares of Rs. 6/- each to the equity shareholders of Athena as provided under the Scheme. With this transfer, the Company acquired the marketing selling and distribution business of Athena in relation to the portfolio products/brands namely, D'Free, Hair for Sure, Inaya and Safe & Sure.

6 Note on Qualification in Auditor's Review Report  
The Company has investments in Aussee Oats India Private Limited (step down joint venture) and Aussee Oats India Private Limited (step down joint venture) (together referred to as "JV") of Rs. 9,126 Lakhs (including investments, loans and other assets). There is a dispute between the Company and said JV partners and due to non-availability of financial results for the period July 01, 2021 to December 31, 2021, the Company is unable to determine the fair value of Company's investments in JV as at December 31, 2021 and consequent impact thereof. However, the Management believe that it will not have a material impact on the financial results for the period and quarter ended December 31, 2021.

7 During the quarter, FCL Tradevest Private Limited (FTPL), the wholly owned subsidiary of the Company, has recorded impairment loss of Rs 2,796.2 lakhs relating to its investments in subsidiaries viz. Future Food & Products Limited (FFPL) and Future Food Processing Limited (FFPFL) based on the recoverable value of net assets of said subsidiaries considering the Final Term Sheets for sale of their respective immovable assets (land) on November 11, 2021 entered by them. Accordingly, the Company has recorded the consequential impairment loss relating to its investment in FTPL and disclosed as exceptional items during the quarter and nine months ended December 31, 2021.

8 Government of India's Code for Social Security 2020 (the 'Code') received assent from the President in September 2020. However, the date from when the Code will become applicable and the rules have not yet been notified. The Company will assess the impact of the Code and account for the same once the Code becomes effective and rules are notified.

9 The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.

10 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on February 2, 2022.

11 The financial results will be available on the Company's website - [www.futureconsumer.in](http://www.futureconsumer.in), and on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).

By Order of the Board  
For Future Consumer Limited

  
Ashni Biyani  
Managing Director

Place: Mumbai  
Date: February 2, 2022

SIGNED FOR IDENTIFICATION  
BY



Corporate Identity Number of Future Consumer Limited IS2802MH1996PLC192090

S R B C & C O L L P  
M U M B A I

**Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**Review Report to  
The Board of Directors  
Future Lifestyle Fashions Limited**

1. We have reviewed the unaudited financial results of Future Lifestyle Fashions Limited (the "Company") for the quarter and nine months ended December 31, 2021, which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2021' together with notes thereon (the "Standalone Financial Results"). The Standalone Financial Results has been prepared by the Company pursuant to Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in India Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Standalone Financial Results on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



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4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Standalone Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to Note 3 of the Statement which describes management's assessment of the impact of the COVID 19 pandemic on the Group's operations and carrying value of assets as at December 31,2021.

Our opinion is not modified in respect of this matter.

**For NGS & Co. LLP**  
Chartered Accountants  
Firm Registration No: 119850W



**Ashok A. Trivedi**

Partner

Membership No.042472

Mumbai

February 11, 2022

UDIN: 22042472ABIQYP9222





Statement of Unaudited Standalone Financial Results for the Quarter and Nine months ended December 31, 2021

₹ in crore, unless otherwise stated)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31-12-2021	30-09-2021	31-12-2020	31-12-2021	31-12-2020	31-03-2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	<b>Income</b>						
	a) Revenue from operations	1,194.31	793.12	916.90	2,251.99	1,384.51	2,160.51
	b) Other income	15.06	9.84	13.30	36.20	38.55	49.99
	<b>Total income</b>	<b>1,209.37</b>	<b>802.96</b>	<b>930.20</b>	<b>2,288.19</b>	<b>1,423.06</b>	<b>2,210.50</b>
2	<b>Expenses</b>						
	a) Purchases of stock-in-trade	791.87	386.63	378.01	1,278.71	454.08	1,007.76
	b) Changes in inventories of stock-in-trade -Decrease	12.62	147.21	293.87	238.34	542.89	524.05
	c) Employee benefits expense	73.39	55.26	49.03	184.58	132.33	173.14
	d) Finance Costs	80.66	74.50	86.85	250.69	252.86	338.62
	e) Depreciation and amortisation expense	160.61	165.07	139.48	490.76	441.00	581.88
	f) Other expenses	178.02	137.99	139.52	421.58	335.08	455.80
	<b>Total expenses</b>	<b>1,297.17</b>	<b>966.66</b>	<b>1,086.76</b>	<b>2,864.66</b>	<b>2,158.24</b>	<b>3,081.25</b>
3	<b>Profit/(Loss) before tax</b>	<b>(87.80)</b>	<b>(163.70)</b>	<b>(156.56)</b>	<b>(576.47)</b>	<b>(735.18)</b>	<b>(870.75)</b>
4	Tax expenses	-	-	0.31	-	0.66	0.82
5	<b>Net Profit / (Loss) after tax</b>	<b>(87.80)</b>	<b>(163.70)</b>	<b>(156.87)</b>	<b>(576.47)</b>	<b>(735.84)</b>	<b>(871.57)</b>
6	Other comprehensive income (net of tax)	0.36	0.28	0.27	0.93	0.82	(0.64)
7	<b>Total comprehensive income for the period / year</b>	<b>(87.44)</b>	<b>(163.42)</b>	<b>(156.60)</b>	<b>(575.54)</b>	<b>(735.02)</b>	<b>(872.21)</b>
8	Paid Up Equity Share Capital (Face Value ₹ 2 per Share)	40.35	40.35	40.35	40.35	40.35	40.35
9	Other Equity						697.78
10	Earning per share (Face Value ₹ 2 per Share )						
	a) Basic in ₹	(4.33)	(8.10)	(7.76)	(28.52)	(36.43)	(43.23)
	b) Diluted in ₹	(4.33)	(8.10)	(7.76)	(28.52)	(36.43)	(43.23)

Notes :-

- 1 Additional disclosure as per Clause 52 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Particulars	Quarter Ended		Nine months ended
	31-12-2021	30-09-2021	31-12-2021
Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore)	(317.30)	(229.07)	(317.30)
Debtenture Redemption Reserve (DRR) (₹ in Crore)	50.00	50.00	50.00
Debt Equity Ratio	10.99	6.98	10.99
Debt Service Coverage Ratio	1.69	1.02	0.63
Interest Service Coverage Ratio	1.90	1.02	0.66
Current Ratio	0.74	0.75	0.74
Long term debt to working capital	(2.03)	(1.93)	(2.03)
Bad debts to accounts receivable ratio (%)	1.26	1.47	1.26
Current Liability Ratio (%)	69.42	65.57	69.42
Total debts to total assets ratio (%)	31.98	30.70	31.98
Debtors turnover	18.90	14.63	11.92
Inventory turnover	1.95	1.28	0.14
Operating Margin (%)	11.59	8.33	5.72
Net Profit Margin (%)	(7.32)	(20.60)	(25.56)

- 2 The above Financial Results were reviewed and recommended by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 11, 2022. A Limited review of the above results has been carried out by the Statutory Auditors.
- 3 The Company has considered the impact of Covid-19 in the financial results for the quarter and nine month ended December 31,2021 and the Company believes that the pandemic will not impact the recoverability of the carrying value of the assets. However as the situation is continuously evolving, the eventual impact may be different than estimate made as of the date of approval of these Results.
- 4 The Board of Directors of the Company at its meeting held on September 20, 2021 has, inter-alia, approved the Composite Scheme of Arrangement between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company" / "FLFL") and their respective shareholders ("The Composite Scheme of Arrangement"/ Scheme"), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013. The Company has submitted draft Scheme with BSE Limited and National Stock Exchange of India Limited for obtaining no objection letter, to further proceed with the filing of the Scheme with National Company Law Tribunal.
- 5 The Board of Directors of the Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("Scheme") which involves: (i) merger of Future Lifestyle Fashions Limited ("Company") and other 18 Transferor Companies with Future Enterprises Limited ("FEL") (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS") and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS, pursuant to section 230 to 232 and other relevant provisions of the Companies Act, 2013. The combination contemplated under the Scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Stock Exchanges have issued Observation Letters without any adverse observation on January 20, 2021. Subsequent to this, application was filed with the National Company Law Tribunal – Mumbai on January 26, 2021.

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 CIN: L52100MH2012PLC231654





Amazon.com Investment Holdings LLC ("Amazon") initiated arbitration against Future Retail Limited ("FRL") being a party to the Scheme, and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). Emergency Arbitrator of SIAC passed an interim award on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. Future Coupons Pvt Ltd. ("FCPL"), FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020. In parallel proceedings filed by FCPL before the CCI alleging misrepresentation by Amazon, the CCI on December 17, 2021 passed an order inter alia, keeping in abeyance the approval granted by it to Amazon for its investment in FCPL ("CCI Order").

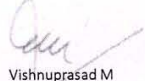
Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under the Arbitration Act which was not decided or heard by the Tribunal. Hence, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed. Being aggrieved, FRL filed an appeal before the Division Bench of the Delhi High Court which stayed the arbitration proceedings.

On February 1, 2022, the Supreme Court of India pronounced its judgement on various SLPs inter alia:

- a. Setting aside the orders dated February 2, 2021 and March 18, 2021, passed by the learned Single Judge of Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA Order; and
  - b. Setting aside the order dated October 29, 2021 passed by the Delhi High Court; and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.
- 6 Figures of the previous period(s) have been regrouped / reclassified wherever necessary.
  - 7 The NCDs are secured by the way of First Pari-Passu charge on entire fixed assets of the Company. Fixed Asset cover available to discharge the principal amount of NCDs, as on December 31, 2021 is 2.08 x.
  - 8 The Company has only one business segment i.e. "Fashion". There are no separate reportable segment as per IND AS 108 - Operating Segments.
  - 9 Formulae for computation of ratios are as follows :-

Ratios	Formulae
Debt Equity Ratio (no. of times)	(Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Equity (Equity includes total shareholder's funds)
Debt Service Coverage Ratio (no. of times)	(Earnings before interest, tax and depreciation & amortisation expenses) / (Interest expenses + Repayment of long term borrowings during the period)
Interest Service Coverage Ratio (no. of times)	(Earnings before interest, tax and depreciation & amortisation expenses) / interest expenses
Current Ratio (no. of times)	Current assets / Current liabilities
Long term debt to working capital (no. of times)	(Long term borrowings + Current maturities of Long term borrowings) / Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)
Bad debts to accounts receivable ratio (%)	Provision for doubtful debts / Trade receivables
Current Liability Ratio (%)	Total Current liabilities / Total liabilities
Total debts to total assets ratio (%)	(Long term borrowings + Current maturities of Long term borrowings + Short term borrowings) / Total assets
Debtors turnover (no. of times)	Revenue from operations / Average trade receivables (Ratios for the quarter / nine months have been annualised)
Inventory turnover (no. of times)	Cost of Goods sold / Average Inventory of Finished Goods (Ratios for the quarter / nine months have been annualised)
Operating Margin (%)	Profit before depreciation, interest, tax, exceptional items less other income / Revenue from operations
Net Profit Margin (%)	Profit after tax / Revenue from operations

Place :- Mumbai  
Date :- February 11, 2022

  
Vishnuprasad M  
Managing Director





## S K Patodia & Associates CHARTERED ACCOUNTANTS

**Independent Auditor's Review Report on Quarterly and Year-to-date Unaudited Standalone Quarterly Financial Results of Future Market Networks Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

### TO THE BOARD OF DIRECTORS OF FUTURE MARKET NETWORKS LIMITED

1. We have reviewed the accompanying statement of unaudited standalone financial results of Future Market Networks Limited ("the Company") for the quarter ended December 31, 2021 and year to date results for the period from April 1, 2021 to December 31, 2021 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Regulation").
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), as prescribed under Section 133 of the Companies Act, 2013, read with relevant rules thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For S K Patodia & Associates**  
Chartered Accountants

Firm Registration Number : 112723W

Dhiraj Rajendra  
Lalpuria

Digitally signed by Dhiraj Rajendra Lalpuria  
DN: cn=Dhiraj Rajendra Lalpuria, o=S K Patodia & Associates, ou=Chartered Accountants, email=dhiraj@skpatodia.in, c=IN  
Date: 2022.02.03 11:42:17 +05'30'

**Dhiraj Lalpuria**  
Partner

Membership Number : 146268  
UDIN : 22146268AAEYGH2729

Date : February 03, 2022  
Place : Mumbai

**Head Office** : Choice House, Shree Shakambhari Corporate Park,  
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**FUTURE MARKET NETWORKS LIMITED**  
 CIN : L45400MH2008PLC179914  
 Registered Office : Knowledge House, Shyam Nagar, Off. Jogeshwari - Vikroli Link Road, Jogeshwari (East), Mumbai - 400060  
 Email : info.fmn@futuregroup.in, Tel: 022-42995303, Fax: 022-42995473, website: www.fmn.co.in

**STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021**

Sr. No.	Particulars	STANDALONE					Rs. In Lakhs (except EPS)
		Quarter Ended			Nine Months Ended		Year Ended
		December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	<b>Income</b>						
	(a) Income from Operations	2,162.41	1,964.19	1,621.00	5,859.08	4,393.16	6,454.79
	(b) Other Income	141.53	140.37	153.78	425.91	646.02	775.15
	<b>Total Income</b>	<b>2,303.94</b>	<b>2,104.56</b>	<b>1,774.78</b>	<b>6,284.99</b>	<b>5,039.18</b>	<b>7,229.94</b>
2	<b>Expenses</b>						
	(a) Operating Costs	407.52	403.61	366.57	1,071.93	903.69	2,164.67
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-	-	-	1.08	(0.91)	1.18
	(c) Employee benefits expense	184.41	139.42	117.50	459.63	308.40	453.02
	(d) Finance costs	579.88	529.25	419.04	1,448.35	1,665.90	2,056.28
	(e) Depreciation and amortisation expense	441.84	426.61	864.39	1,302.73	3,258.09	3,729.91
	(f) Other expenses	1,213.65	315.04	354.69	1,651.02	1,211.91	2,491.76
	<b>Total Expenses</b>	<b>2,827.30</b>	<b>1,813.93</b>	<b>2,124.20</b>	<b>5,934.73</b>	<b>7,346.97</b>	<b>10,896.22</b>
3	<b>Profit / (Loss) from operations before exceptional items (1 - 2)</b>	<b>(523.36)</b>	<b>290.63</b>	<b>(349.42)</b>	<b>350.26</b>	<b>(2,307.79)</b>	<b>(3,666.28)</b>
4	<b>Exceptional Items</b>	-	-	-	-	-	-
5	<b>Profit / (Loss) before Tax (3 - 4)</b>	<b>(523.36)</b>	<b>290.63</b>	<b>(349.42)</b>	<b>350.26</b>	<b>(2,307.79)</b>	<b>(3,666.28)</b>
6	<b>Tax Expense :</b>						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax	8.98	132.50	(16.95)	281.66	(288.64)	(790.11)
	(c) Earlier year tax	-	-	-	-	5.76	5.77
	<b>Total Tax Expense</b>	<b>8.98</b>	<b>132.50</b>	<b>(16.95)</b>	<b>281.66</b>	<b>(282.88)</b>	<b>(784.34)</b>
7	<b>Net Profit / (Loss) for the period (5 - 6)</b>	<b>(532.33)</b>	<b>158.13</b>	<b>(332.47)</b>	<b>68.60</b>	<b>(2,024.91)</b>	<b>(2,881.94)</b>
8	<b>Other comprehensive income</b>						
	<b>A. Items that will not be reclassified to profit or loss</b>						
	Remeasurement of net defined benefit obligation	-	-	-	-	-	(2.92)
	Fair valuation of equity instruments	-	-	-	-	(0.99)	(1.53)
	<b>B. Income tax relating to above items that will not be reclassified to profit or loss</b>						
	Remeasurement of net defined benefit obligation	-	-	-	-	-	(0.74)
	Fair valuation of equity instruments	-	-	-	-	-	(0.39)
	<b>Total other comprehensive income, net of income tax (A - B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.99)</b>	<b>(3.32)</b>
9	<b>Total comprehensive income for the period (7 + 8)</b>	<b>(532.33)</b>	<b>158.13</b>	<b>(332.47)</b>	<b>68.60</b>	<b>(2,025.90)</b>	<b>(2,885.26)</b>
10	<b>Paid-up equity share capital (Face value of Rs. 10/- each share)</b>	<b>5,754.44</b>	<b>5,754.44</b>	<b>5,754.44</b>	<b>5,754.44</b>	<b>5,754.44</b>	<b>5,754.44</b>
11	<b>Other Equity (excluding revaluation reserves)</b>						<b>6,870.39</b>
12	<b>Earnings per share (in Rs.) :</b>						
	(a) Basic	(0.93)	0.27	(0.58)	0.12	(3.52)	(5.01)
	(b) Diluted	(0.93)	0.27	(0.58)	0.12	(3.52)	(5.01)





### **Notes to financial Results:**

1. The above unaudited standalone financial results of the Company for the quarter and nine months ended December 31, 2021, have been reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 03, 2022. The Statutory Auditors of the company have reviewed the results and have expressed an unmodified opinion thereon.
2. This statement has been prepared in accordance with Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

3. **Scheme of Arrangement:**

The Board of Directors of the Company at its meeting held on August 29, 2020 has inter-alia, considered and approved the Composite Scheme of Arrangement which involves: (i) merger of Future Lifestyle Fashions Limited ("the Company" or Transferor Company 2"), and other 18 Transferor Companies including Future Retail Limited ("FRL") with Future Enterprises Limited ("FEL" or "Transferee Company") and their respective Shareholders and Creditors; (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of the Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS"); and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS ("The Composite Scheme of Arrangement"/ Scheme), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The combination contemplated under the scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Further the stock exchanges have issued an observation letter without any adverse observation on January 20, 2021. Pursuant to this, the scheme application has been filed with National Company Law Tribunal Mumbai ("NCLT") on January 26, 2021 for convening the meeting of the shareholders and creditors of the Transferor Companies and Transferee Company ("Company Application"). Amazon.com Investment Holdings LLC. ("Amazon") had filed an intervention application in the Company Application. After hearing the parties, the NCLT reserved its orders.

Thereafter, on September 28, 2021 the NCLT passed an order ("NCLT Order") inter alia directing all Transferor Companies and Transferee Company companies involved in the Scheme to convene and hold the meetings of their respective shareholders, secured creditors and unsecured creditors as per the schedule provided in the NCLT Order.

Pursuant to the directions contained in the NCLT Order, the Company scheduled the meeting of its shareholders on November 10, 2021 and its secured and unsecured creditors on November 11, 2021 to seek their approvals on the Scheme. In view of the aforesaid, a request was received from the secured lenders seeking additional time to obtain their internal approvals in respect of the consent to be granted at the meetings scheduled on November 10, 2021 and November 11, 2021.

Accordingly, an application was filed on November 02, 2021 by the companies involved in the Scheme before the NCLT seeking extension of time to hold these meetings ("Application for Extension"). Thereafter, the Application for Extension was listed on November 08, 2021 before NCLT. During the hearing on November 08, 2021, Amazon intervened and sought dismissal of the Company Application and the Application for Extension. Additionally, certain creditors also filed an application to seek an inclusion of themselves in the list of creditors. After hearing the parties, the NCLT directed the parties to file their written submissions. In the meantime, until the NCLT passed its order, directed the parties that no meeting shall be conducted.





**Arbitration Dispute between Amazon.com Investment Holdings LLC. ("Amazon"), Future Retail Limited ("FRL") and Future Coupons Private Limited ("FCPL") and other FRL promoters:**

Amazon had initiated arbitration proceedings against Future Coupons Private Limited ("FCPL"), FRL and its promoters ("Promoters") on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). On the same day, Amazon had also filed an application seeking emergency reliefs ("CAER"). After completion of the CAER the Emergency Arbitrator ("EA") passed an interim order on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020. However, based on the legal advice received by FRL, it had contended that the EA Order would not be enforceable under Indian Laws.

Thereafter, on November 06, 2020, FRL filed a suit before Hon'ble Delhi High Court seeking a relief to injunct Amazon from tortuously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has passed a judgment in the interim application filed in the suit, on December 21, 2020 ("Judgment"), wherein the Single Judge of the Delhi High Court has prima facie held the following:

- (a) That there is no arbitration agreement between Amazon and FRL;
- (b) That FRL's Resolution dated August 29, 2020 approving the scheme is neither void nor contrary to any statutory provision nor the Articles of Association of FRL;
- (c) That conflation of the two shareholders agreements (i.e. FCPL SHA and FRL SHA) will be in violation of FEMA FDI Rules;
- (d) That Amazon's representations to various regulatory authorities amounted to unlawful interference with the Scheme and a civil wrong actionable by both FRL and Reliance in case they suffer any loss and
- (e) Even though an injunction was not granted and all the Statutory Authorities were directed to take the decision on the objections in accordance with the law.

Thereafter, an appeal was preferred by Amazon ("Amazon's Appeal") against certain observations contained in the Judgment, which is currently pending before the Division Bench of the Delhi High Court. On January 13, 2021 even though notice has been issued in Amazon's Appeal, no stay has been granted by the Division Bench of the Delhi High Court on the said Judgment.

There had been further multiple application and suits filed by all related parties to the matter viz. Amazon, FCPL and FRL claiming certain reliefs or for enforcement of their rights or orders of the Tribunal.

FRL had informed in its intimation to stock exchanges that FRL intended to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce. Accordingly, FRL filed a special leave petition against the Status Quo Order dated February 02, 2021 and the Detailed Order dated March 18, 2021 passed in the Enforcement Petition filed by Amazon, before the Supreme Court of India. On September 09, 2021 the Supreme Court of India, passed an order by consent of the parties, inter alia directing that the NCLT, CCI and SEBI to not pass any final order, for a period of four weeks, which was extended from time to time.

In the meanwhile, the Arbitral Tribunal was constituted on January 05, 2021 and in March 2021, FRL had filed 2 (two) applications before the Arbitral Tribunal i.e. (i) An application under Section 16 of the Arbitration and Conciliation Act, 1996 ("**Act**") for challenging the jurisdiction of the Arbitral Tribunal *qua* FRL ("**Jurisdiction Application**"); and (ii) An application for vacating the EA Order ("**Vacation Application**").

Thereafter, the Arbitral Tribunal directed the parties to file their respective pleadings.



The Jurisdiction Application and the Vacation Application were heard by the Arbitral Tribunal between July 12, 2021 and July 16, 2021 and dismissed by a Partial Award dated October 20, 2021 and Decision dated October 21, 2021 respectively.

Being aggrieved by the said Decision, FRL filed an Arbitration Appeal (*Arb. A (Comm) No. 64 of 2021*) *inter alia* seeking a stay of the said Decision, before the Delhi High Court. This application for stay in the Arbitration Appeal was dismissed by the Single Judge of the Delhi High Court by order dated October 29, 2021 ("**S.37 Order**"). Being aggrieved by the S. 37 Order, FRL filed a Special Leave Petition *i.e.* *SLP No. (C) 18080 of 2021* before the Supreme Court of India.

Thereafter, between November 01, 2021 to November 05, 2021, the Arbitral Tribunal concluded the hearing on evidence and scheduled the hearing on the determination of the quantum of damages on January 05, 2022 to January 08, 2022.

In a parallel proceeding filed by FCPL before the Competition Commission of India ("**CCI**") alleging misrepresentation on the part of Amazon, the CCI on December 17, 2021 passed an order *inter alia* keeping the approval granted by it to Amazon for its investment in FCPL in abeyance ("**CCI Order**").

Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under Sections 32(2)(c) of the Act ("**Termination Application**"), before the Arbitral Tribunal on December 23, 2021.

Since, the Arbitral Tribunal was not inclined to hear and decide the Termination Application before proceeding with the second tranche hearing on determination of the quantum of damages, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed by order dated January 04, 2022. Being aggrieved by the said order dated January 04, 2022, FRL filed an Appeal (*LPA 06 of 2022*) before the Division Bench of the Delhi High Court, who by order dated January 05, 2022 stayed further proceedings before the arbitral tribunal till the next date of hearing, *i.e.* February 01, 2022 (*which now stands extended till March 21, 2022*). Amazon has also filed a Special Leave Petition against the said Order dated January 05, 2022 which will be listed on February 08, 2022.

In the Special Leave Petitions filed by FRL (impugning the Status Quo Order; Detailed Order and S.37 Order) the Supreme Court of India on February 01, 2022 has passed its judgement *inter alia*:

- a. Setting aside the Status Quo Order dated February 02, 2021 and Detailed Order dated March 18, 2021, passed by the learned Single Judge of Hon'ble Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA order; and
- b. Setting aside the S.37 Order dated October 29, 2021 passed by the Hon'ble Delhi High Court and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.

The Appeal filed by FRL against the Tribunal's Decision will be listed on March 22, 2022.

4. The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Company's operations and revenue during the current quarter were also impacted due to COVID-19. The Company has taken into account the possible impact of COVID-19 in preparation of the unaudited standalone financial results, including its assessment of recoverable value of its assets based on internal and external information upto the date of approval of these unaudited standalone financial results and current indicators of future economic conditions.





5. A fire accident occurred on October 22, 2020 night in Orchid City Center Mall (OCC) Mall Mumbai, which is partly managed by the company. No revenue and corresponding expenses have been accrued and accounted from the month of November, 2020. The Company is yet to receive the final insurance claim as determined by the insurance company and has accounted the resulting loss on discard of the property, plant and equipment of Rs. 667.33 lakhs during the quarter ended March 31, 2021. The mall has not been re-opened for public as on date. The re-opening of the mall is subject to inspection and No Objection Certificate (NOC) from the fire department.
6. The Company operates in only one segment namely "Property and Related Services", consequently the Company does not have separate reportable business segment as per Ind AS - 108 - Operating Segments.
7. Figures of the previous financial period / year have been re-arranged / re-grouped / reclassified wherever necessary.

**On behalf of the Board of Directors  
For Future Market Networks Limited**



**Pawan Agarwal  
Executive Director and CFO  
DIN: 01435580**

**Date: February 03, 2022  
Place: Mumbai**



**Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**Review Report to  
The Board of Directors  
Future Retail Limited**

1. We have reviewed the unaudited financial results of Future Retail Limited (the "Company") for the quarter and nine months ended December 31, 2021, which are included in the accompanying 'Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2021' together with notes thereon (the "Standalone Financial Results"). The Standalone Financial Results has been prepared by the Company pursuant to Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in India Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



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4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Standalone Financial Results has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. **Emphasis of Matter**

(i) The company has incurred net loss of Rs.1,078.19 Crore for the quarter ended 31st December, 2021 and Rs.3,345.12 Crore for nine months ended 31<sup>st</sup> December 2021. As of that date, the Company's negative net worth (Excluding Capital Reserve) is Rs.2,074.25 Crore. As per company's One Time Restructuring (OTR) arrangement with consortium Banks/ Lenders, an aggregate amount of Rs. 3,494.56 crores was required to be paid to various consortium Banks and lenders, which was due on or before December 31, 2021. The Company has defaulted on the payments. However, for the reasons more fully described in the Note No.3 and Note No: 4, the accounts of the Company have been prepared as Going Concern.

Our Opinion is not modified in respect of this matter.

(ii) We draw attention to Note 2 of the Statement which describes management's assessment of the impact of the COVID 19 pandemic on the Company's operations and carrying value of assets as at December 31, 2021.

Our Opinion is not modified in respect of this matter.

For NGS & Co. LLP  
Chartered Accountants  
Firm Registration No: 119850W

  
Ashok A. Trivedi

Partner  
Membership No.042472  
Mumbai  
February 14, 2022  
UDIN:22042472ACCJNF9552





# FUTURE RETAIL

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months Ended December 31, 2021							
Sr. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-12-2021	30-09-2021	31-12-2020	31-12-2021	31-12-2020	31-03-2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	<b>Income</b>						
	a) Revenue from Operations	2,786.40	2,346.62	1,486.30	6,538.75	4,258.78	6,281.04
	b) Other Income	5.33	1.95	26.84	8.65	166.13	176.36
	<b>Total Income</b>	<b>2,791.73</b>	<b>2,348.57</b>	<b>1,513.14</b>	<b>6,547.40</b>	<b>4,424.91</b>	<b>6,457.40</b>
2	<b>Expenses</b>						
	a) Purchases of Stock-in-Trade	2,208.91	1,732.60	846.69	4,936.07	2,504.47	3,765.30
	b) Changes in Inventories of Stock-in-Trade - (Increase) / Decrease	100.07	273.51	302.53	689.30	838.83	1,236.74
	c) Employee Benefits Expense	208.33	168.80	162.20	633.40	394.65	557.36
	d) Finance Costs	339.77	359.74	396.75	1,049.23	1,022.58	1,442.35
	e) Depreciation and Amortisation Expense	388.69	403.00	353.94	1,206.36	948.51	1,328.17
	g) Other Expenses	616.15	642.55	292.16	1,679.16	795.57	1,267.40
	<b>Total Expenses</b>	<b>3,869.92</b>	<b>3,468.20</b>	<b>2,354.27</b>	<b>9,892.62</b>	<b>6,504.61</b>	<b>9,597.32</b>
3	<b>Profit / (Loss) Before Tax (1-2)</b>	<b>(1,078.19)</b>	<b>(1,119.63)</b>	<b>(841.13)</b>	<b>(3,345.12)</b>	<b>(2,079.72)</b>	<b>(3,159.92)</b>
4	<b>Tax Expense - Earlier Year</b>						20.11
5	<b>Profit / (Loss) for the Period (3-4)</b>	<b>(1,078.19)</b>	<b>(1,119.63)</b>	<b>(841.13)</b>	<b>(3,345.12)</b>	<b>(2,079.72)</b>	<b>(3,180.03)</b>
6	<b>Other Comprehensive Income</b>	<b>(2.38)</b>	<b>4.52</b>	<b>21.55</b>	<b>(39.90)</b>	<b>100.95</b>	<b>98.99</b>
7	<b>Total Comprehensive Income for the Period (5+6)</b>	<b>(1,080.57)</b>	<b>(1,115.11)</b>	<b>(819.58)</b>	<b>(3,385.02)</b>	<b>(1,978.77)</b>	<b>(3,081.04)</b>
8	<b>Paid up Equity Share Capital (Face value of ₹ 2/- per share)</b>	<b>108.46</b>	<b>108.46</b>	<b>108.46</b>	<b>108.46</b>	<b>108.46</b>	<b>108.46</b>
9	<b>Other Equity</b>						<b>1,090.69</b>
10	<b>Earning Per Equity Share</b>						
	a) Basic (in ₹)	(19.88)	(20.65)	(15.51)	(61.69)	(38.54)	(58.86)
	b) Diluted (in ₹)	(19.88)	(20.65)	(15.51)	(61.69)	(38.54)	(58.86)

## Notes:

1 The above financial results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 14, 2022. A Limited review of the above results has been carried out by the Statutory Auditors.

2 The Company have been actively monitoring the impact of the global health pandemic on its financial condition, liquidity, operations, suppliers, industry and workforce. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant and external information available up to the date of approval of these financial statements. In assessing the recoverability of assets such as inventories, trade receivables, financial assets and other assets, based on current indicators of future economic conditions, the Company expects to recover the carrying amounts of its asset. The Company has used the principles of prudence in applying judgements, estimates and assumptions based on the current conditions. The Company will continue to closely monitor any material changes, to future economic conditions. The extent to which COVID-19, impacts the operations will depend on future developments which remain uncertain. The Company continues to take various precautionary measures to ensure health and safety of its customers, employees and their families from COVID-19.

### 3 Scheme of Arrangement:

The Board of Directors of the Company at its meeting held on August 29, 2020 has inter-alia, considered and approved the Composite Scheme of Arrangement which involves: (i) merger of Future Retail Limited ("FRL" or "the Company" or Transferor Company 4) and other 18 Transferor Companies with Futura Enterprises Limited ("FEL" or "Transferee Company") and their respective Shareholders and Creditors; (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of the Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS"); and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS ("The Composite Scheme of Arrangement" / Scheme), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

The combination contemplated under the scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Further the stock exchanges have issued an observation letter without any adverse observation on January 20, 2021. Pursuant to this, the scheme application has been filed with National Company Law Tribunal Mumbai ("NCLT") on January 26, 2021 for convening the meeting of the shareholders and creditors of the Transferor Companies and Transferee Company ("Company Application"). Amazon.com Investment Holdings LLC. ("Amazon") had filed an intervention application in the Company Application. After hearing the parties, the NCLT reserved its orders.

Thereafter, on September 28, 2021 the NCLT passed an order ("NCLT Order") inter alia directing all Transferor Companies and Transferee Company companies involved in the Scheme to convene and hold the meetings of their respective shareholders, secured creditors and unsecured creditors as per the schedule provided in the NCLT Order.

Pursuant to the directions contained in the NCLT Order, the Company scheduled the meeting of its shareholders on November 10, 2021 and its secured and unsecured creditors on November 11, 2021 to seek their approvals on the Scheme. In view of the aforesaid, a request was received from the secured lenders seeking additional time to obtain their internal approvals in respect of the consent to be granted at the meetings scheduled on November 10, 2021 and November 11, 2021.

Accordingly, an application was filed on November 02, 2021 by the companies involved in the Scheme before the NCLT seeking extension of time to hold these meetings ("Application for Extension"). Thereafter, the Application for Extension was listed on November 08, 2021 before NCLT. During the hearing on November 08, 2021, Amazon intervened and sought dismissal of the Company Application and the Application for Extension. Additionally, certain creditors also filed an application to seek an inclusion of themselves in the list of creditors. After hearing the parties, the NCLT directed the parties to file their written submissions. In the meantime, until the NCLT passed its order, directed the parties that no meeting shall be conducted.

The Hon'ble Supreme Court's order is reserved on the matter of allowing FRL to seek directions from NCLT with regard to dates for convening and holding shareholders' and creditors' meeting for approving the Scheme of Arrangement with Reliance Group. This order is awaited.

**Arbitration Dispute between Amazon.com Investment Holdings LLC. ("Amazon"), Future Retail Limited ("FRL") and Future Coupons Private Limited ("FCPL") and other FRL promoters:**

Amazon had initiated arbitration proceedings against Future Coupons Private Limited ("FCPL"), FRL and its promoters ("Promoters") on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). On the same day, Amazon had also filed an application seeking emergency reliefs ("CAER"). After completion of the CAER the Emergency Arbitrator ("EA") passed an interim order on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020. However, based on the legal advice received by FRL, it had contended that the EA Order would not be enforceable under Indian Laws.

Thereafter, on November 06, 2020, FRL filed a suit before Hon'ble Delhi High Court seeking a relief to injunct Amazon from tortiously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has passed a judgment in the interim application filed in the suit, on December 21, 2020 ("Judgment"), wherein the Single Judge of the Delhi High Court has prima facie held the following:



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CIN : L51909MH2007PLC269269



# FUTURE RETAIL

- (a) That there is no arbitration agreement between Amazon and FRL;  
 (b) That FRL's Resolution dated August 29, 2020 approving the scheme is neither void nor contrary to any statutory provision nor the Articles of Association of FRL;  
 (c) That conflation of the two shareholders agreements (i.e. FCPL SHA and FRL SHA) will be in violation of FEMA FDI Rules;  
 (d) That Amazon's representations to various regulatory authorities amounted to unlawful interference with the Scheme and a civil wrong actionable by both FRL and Reliance in case they suffer any loss and  
 (e) Even though an injunction was not granted and all the Statutory Authorities were directed to take the decision on the objections in accordance with the law.
- Thereafter, an appeal was preferred by Amazon ("Amazon's Appeal") against certain observations contained in the Judgment, which is currently pending before the Division Bench of the Delhi High Court. On January 13, 2021 even though notice has been issued in Amazon's Appeal, no stay has been granted by the Division Bench of the Delhi High Court on the said Judgment.

There had been further multiple application and suits filed by all related parties to the matter viz. Amazon, FCPL and FRL claiming certain reliefs or for enforcement of their rights or orders of the Tribunal.

FRL had informed in its intimation to stock exchanges that FRL intended to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce. Accordingly, FRL filed a special leave petition against the Status Quo Order dated February 02, 2021 and the Detailed Order dated March 18, 2021 passed in the Enforcement Petition filed by Amazon, before the Supreme Court of India. On September 08, 2021 the Supreme Court of India, passed an order by consent of the parties, inter alia directing that the NCLT, CCI and SEBI to not pass any final order, for a period of four weeks, which was extended from time to time.

In the meanwhile, the Arbitral Tribunal was constituted on January 05, 2021 and in March 2021, FRL had filed 2 (two) applications before the Arbitral Tribunal i.e. (i) An application under Section 16 of the Arbitration and Conciliation Act, 1996 ("Act") for challenging the jurisdiction of the Arbitral Tribunal qua FRL ("Jurisdiction Application"); and (ii) An application for vacating the EA Order ("Vacation Application").

Thereafter, the Arbitral Tribunal directed the parties to file their respective pleadings.

The Jurisdiction Application and the Vacation Application were heard by the Arbitral Tribunal between July 12, 2021 to July 16, 2021 and dismissed by a Partial Award dated October 20, 2021 and Decision dated October 21, 2021 respectively.

Being aggrieved by the said Decision, FRL filed an Arbitration Appeal (Arb. A (Comm) No. 64 of 2021) inter alia seeking a stay of the said Decision, before the Delhi High Court. This application for stay in the Arbitration Appeal was dismissed by the Single Judge of the Delhi High Court by order dated October 29, 2021 ("S.37 Order"). Being aggrieved by the S. 37 Order, FRL filed a Special Leave Petition i.e. SLP No. (C) 18080 of 2021 before the Supreme Court of India.

Thereafter, between November 01, 2021 to November 05, 2021 the Arbitral Tribunal concluded the hearing on evidence and scheduled the hearing on the determination of the quantum of damages on January 05, 2022 to January 08, 2022.

In a parallel proceeding filed by FCPL before the Competition Commission of India ("CCI") alleging misrepresentation on the part of Amazon, the CCI on December 17, 2021 passed an order inter alia keeping the approval granted by it to Amazon for its investment in FCPL in abeyance ("CCI Order").

Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under Sections 32(2)(c) of the Act ("Termination Application"), before the Arbitral Tribunal on December 23, 2021.

Since, the Arbitral Tribunal was not inclined to hear and decide the Termination Application before proceeding with the second tranche hearing on determination of the quantum of damages, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed by order dated January 04, 2022. Being aggrieved by the said order dated January 04, 2022, FRL filed an Appeal (LPA 06 of 2022) before the Division Bench of the Delhi High Court, who by order dated January 05, 2022 stayed further proceedings before the arbitral tribunal till the next date of hearing, i.e. February 01, 2022 (which now stands extended till March 22, 2022). Amazon has also filed a Special Leave Petition against the said Order dated January 05, 2022 which will be now listed on February 23, 2022.

In the Special Leave Petitions filed by FRL (impugning the Status Quo Order; Detailed Order and S.37 Order) the Supreme Court of India on February 01, 2022 has passed its judgement inter alia:

- Setting aside the Status Quo Order dated February 02, 2021 and Detailed Order dated March 18, 2021, passed by the learned Single Judge of Hon'ble Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA order; and
- Setting aside the S.37 Order dated October 29, 2021 passed by the Hon'ble Delhi High Court and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.

The Appeal filed by FRL against the Tribunal's Decision will be listed on March 22, 2022.

Further, Delhi High Court has already commenced fresh hearing of all related matters in relation to the litigation with Amazon from February 11, 2022 onwards and gave initial directions to the Parties for making their written submissions and rejoinders as the case may be.

- As per OTR (One Time Restructuring) plan, Company was required to pay an aggregate amount of Rs 3,494.68 cr ("Obligations") (as defined in the OTR Plan) to various consortium banks and lenders (who are parties to the Agreement under OTR Plan) on or before December 31, 2021 ("Due Date"). Due to ongoing litigations with Amazon.com NV Investment Holdings LLC, and certain restrictive court orders, the Company was not able to complete the planned monetisation of the Specified Business as contemplated in OTR Plan to discharge the aforesaid Obligations to Banks / Lenders, on Due Date.
- Figures for the previous financial period(s) have been re-arranged and re-grouped wherever necessary.
- The Company has only one business segment i.e. "Retail".
- Additional disclosure as per clause 52 (4) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 :

Particulars	Quarter Ended		Nine Month
	31-12-2021	30-09-2021	31-12-2021
	Unaudited	Unaudited	Unaudited
Net Worth (Excluding Capital Reserve) (₹ in Crore)	(2,074.28)	(993.71)	(2,074.28)
Debt Service Coverage Ratio	(1.00)	(0.99)	(1.02)
Interest Service Coverage Ratio	(1.00)	(0.99)	(1.04)
Debt Equity Ratio	(6.46)	(12.45)	(6.46)
Current Ratio	0.68	0.70	0.68
Long Term Debt to Working Capital	(1.08)	(1.30)	(1.08)
Current Liability Ratio	0.77	0.75	0.77
Total Debts to Total Assets	0.83	0.79	0.83
Debtors Turnover	27.84	22.30	22.08
Inventory Turnover	2.67	2.20	1.99
Operating Margin (%)	(12.38)	(15.29)	(16.81)
Net Profit Margin (%)	(38.69)	(47.71)	(51.16)

- The Non Convertible Debentures (NCDs) issued by the Company are secured by the way of First Pari-Passu charge on tangible fixed assets of the company. Asset coverage ratio as on December 31, 2021 is 1.17x

By Order of Board of Directors

Rakesh Blyani  
 Managing Director

Place : Mumbai  
 Date : February 14, 2022

**Future Retail Limited** (Formerly known as Bharti Retail Limited)

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CIN : L51909MH2007PLC268269







**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**REVIEW REPORT TO  
THE BOARD OF DIRECTORS  
Future Supply Chain Solutions Limited**

1. We have reviewed the accompanying Statement of unaudited Standalone Financial Results of **FUTURE SUPPLY CHAIN SOLUTIONS LIMITED** ("the Company") for the quarter ended December 31, 2021 and year to date from April 01, 2021 to December 31, 2021 ("the Statement") attached herewith being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation").
2. This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ('Ind AS 34') "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India, notified under section 133 of the Companies Act, 2013. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. **Basis for Qualified Conclusion**  
Total trade receivables amounting to INR 70,846.58 lakhs includes related party receivables amounting to INR 53,278.99 lakhs as at 31st December, 2021. There have been substantial delays in receipt from customers and subsequent receipts have not been significant. In view of the above, we are unable to obtain sufficient and appropriate audit evidence and are unable to comment on adequacy of loss provision, valuation and recoverability of balance outstanding amounting to INR 70,138.93 lakhs (net of provision INR 707.65 lakhs as at 31st December, 2021).
5. Based on our review, except for the possible effects as described in "Basis for Qualified Conclusion" in Para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles



generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**6. Emphasis of Matter**

We draw attention to Note No. 5 of the statement which describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company.

Our conclusion is not modified in respect of this matter.

**7. Other Matter**

The Statement includes the results for the quarter ended December 31, 2021, being the balancing figure between unaudited year-to-date figures up to December 31, 2021 and unaudited year-to-date figures up to September 30, 2021 which were subject to limited review by us.

For **DMKH & Co.**  
Chartered Accountants  
Firm Registration No.: 216886W



**Anant Nyatee**  
Partner  
Membership No.: 447848  
UDIN: 22447848AARFKX2047  
Place: Mumbai  
Date: February 7, 2022



**Future Supply Chain Solutions Limited**

Registered Office: Knowledge House Shyam Nagar, Off. Jogeshwari- Vikhroli Link Rd. Jogeshwari (E), Mumbai 400 060.  
CIN : L63030MH2006PLC160376

**Statement of Standalone Financial Results for the Quarter and Period ended December 31, 2021**

Particulars	Quarter ended	Quarter ended	Quarter ended	Period ended	Period ended	Year ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
<b>1 Income</b>						
a) Revenue from operations	18,277.83	16,313.61	11,602.63	47,490.85	31,620.79	46,641.46
b) Other income	1,096.87	721.35	1,636.77	2,520.10	2,849.46	3,386.43
<b>Total Income</b>	<b>19,374.70</b>	<b>17,034.96</b>	<b>13,239.40</b>	<b>50,010.95</b>	<b>34,470.25</b>	<b>50,027.89</b>
<b>2 Expenses</b>						
a) Cost of logistics services	10,007.82	10,220.52	7,424.70	28,217.01	20,035.23	27,815.70
b) Employee benefits expense	1,933.43	1,947.28	1,982.34	5,764.93	5,686.76	7,512.86
c) Finance costs	2,054.96	2,011.66	2,468.74	6,355.98	7,453.81	9,837.75
d) Depreciation and amortisation expense	3,818.31	3,750.77	4,048.25	11,796.86	12,557.89	16,531.81
e) Other expenses	1,989.45	1,783.54	1,443.04	5,244.75	5,280.62	6,765.96
<b>Total Expenses</b>	<b>19,803.97</b>	<b>19,713.77</b>	<b>17,367.07</b>	<b>57,379.53</b>	<b>51,014.31</b>	<b>68,464.08</b>
<b>3 Profit/(Loss) from ordinary activities before exceptional items and tax (1-2)</b>	<b>(429.27)</b>	<b>(2,678.81)</b>	<b>(4,127.67)</b>	<b>(7,368.58)</b>	<b>(16,544.06)</b>	<b>(18,436.19)</b>
4 Exceptional item	-	-	-	-	-	-
<b>5 Profit/(Loss) from ordinary activities before tax (3-4)</b>	<b>(429.27)</b>	<b>(2,678.81)</b>	<b>(4,127.67)</b>	<b>(7,368.58)</b>	<b>(16,544.06)</b>	<b>(18,436.19)</b>
6 Tax Expense						
a) Current Tax	-	-	-	-	-	-
b) Deferred Tax	-	-	-	-	-	-
<b>7 Net Profit/(Loss) after tax for the period (5-6)</b>	<b>(429.27)</b>	<b>(2,678.81)</b>	<b>(4,127.67)</b>	<b>(7,368.58)</b>	<b>(16,544.06)</b>	<b>(18,436.19)</b>
<b>8 Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(47.23)</b>
<b>9 Total Comprehensive Income (7+8)</b>	<b>(429.27)</b>	<b>(2,678.81)</b>	<b>(4,127.67)</b>	<b>(7,368.58)</b>	<b>(16,544.06)</b>	<b>(18,483.42)</b>
10 Paid up equity share capital	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36	4,388.36
11 Other Equity	43,980.82	44,433.56	53,362.93	43,980.82	53,362.93	51,406.09
12 Earnings per share (of Rs.10/- per share) (not annualised for interim periods):- a) Basic (Rs.)	(0.98)	(6.10)	(9.41)	(16.79)	(37.70)	(42.01)
b) Diluted (Rs.)	(0.98)	(6.10)	(9.41)	(16.79)	(37.70)	(42.01)

**Notes:**

- Additional disclosure as per Clause 52 and 54 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Particulars	Quarter ended	Quarter ended	Period ended
	December 31, 2021	September 30, 2021	December 31, 2021
(a) Net Worth (Rs. in Lakh)	48,369.18	48,821.92	48,369.18
(b) Debenture Redemption Reserve (Rs. in Lakh)	2,500.00	2,500.00	2,500.00
(c) Debt Equity Ratio (no. of times)	1.07	1.10	1.07
(d) Debt Service Coverage Ratio (no. of times)	2.65	1.53	1.70
(e) Interest Service Coverage Ratio (no. of times)	2.65	1.53	1.70
(f) Current Ratio (no. of times)	1.48	1.47	1.48
(g) Long term debt to working capital (no. of times)	1.39	1.35	1.39
(h) Bad debts to accounts receivable ratio	0.00%	0.09%	0.09%
(i) Current Liability Ratio	59.41%	58.88%	59.41%
(j) Total debts to total assets ratio	32.46%	32.01%	32.46%
(k) Debtors turnover (no. of times)	1.02	0.89	0.88
(l) Inventory turnover (no. of times)	NA	NA	NA
(m) Operating Margin	23.78%	14.46%	17.40%
(n) Net Profit Margin	-2.35%	-16.42%	-15.52%





- 2 The Listed Secured Non-convertible Debentures of the Company aggregating to Rs.199 crores as on December 31, 2021 are secured by way of maintaining an overall minimum asset cover / security cover of 1.25 times on net block of fixed assets on first pari passu basis on the outstanding amount. The asset cover in respect of Non-convertible Debentures of the Company as on December 31, 2021 exceeds 100% of the principal amount of the said listed Non-convertible Debentures.
- 3 The Company has only one business segment i.e. "Supply Chain and Logistics".
- 4 The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 7, 2022. A limited review of the above results has been carried out by the Statutory Auditors.
- 5 The second wave of COVID 19 pandemic had a significant adverse impact on the business operations and the financial results of the Company for the quarter and nine months ended December 31, 2021. The Company has assessed the consequences of pandemic on its business operations and financial status and has considered all relevant information available up to the date of approval of these financial results, in determination of the recoverability and carrying value of its financial and non-financial assets. The impact of COVID19 pandemic and slowdown of business and uncertain overall economic environment may affect the underlying assumptions and estimates used to prepare the Company's financial results, where as actual outcome may differ from those assumptions and estimates considered as at the date of approval of these financial results.
- 6 The Board of Directors of the Company at its meeting held on August 29, 2020 approved the Composite Scheme of Arrangement ("Scheme") which involves: (i) merger of Future Supply Chain Solutions Limited ("Company") and other 18 Transferor Companies with Future Enterprises Limited ("FEL") (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail Ventures Limited ("RRVL"); (iii) Transfer and vesting of Retail & Wholesale Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS") and (iv) Preferential allotment of equity shares and warrants of FEL to RRVL WOS, pursuant to section 230 to 232 and other relevant provisions of the Companies Act, 2013. The combination contemplated under the Scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Stock Exchanges have issued Observation Letters without any adverse observation on January 20, 2021. Subsequent to this, application was filed with the National Company Law Tribunal – Mumbai on January 26, 2021. Amazon.com Investment Holdings LLC ("Amazon") initiated arbitration against Future Retail Limited ("FRL") being a party to the Scheme, and its promoters on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). Emergency Arbitrator of SIAC passed an interim award on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020. The Supreme Court had pronounced its Judgment on August 6, 2021 wherein it has inter alia held that an order passed by the EA Order is an order under section 17(1) of the Arbitration and Conciliation Act, 1996 ("Arbitration Act"). In relation to the arbitration proceedings, an Arbitration Tribunal ("Tribunal") was constituted on January 5, 2021. FRL filed two applications before the Tribunal, first being an application under section 16 of the Arbitration Act challenging the jurisdiction of the Tribunal and second being an application under Rule 10 of SIAC Rules for vacation of the EA Order. The Tribunal passed a partial award on October 20, 2021 dismissing section 16 application of FRL and concluded that FRL is a party to the arbitration. Tribunal also dismissed the second application of FRL. Thereafter, during first week of November 2021 the Tribunal conducted hearing on evidence and scheduled the second tranche hearing on quantum of damages during January 5, 2022 to January 8, 2022. In parallel proceedings filed by Future Coupons Pvt Ltd. ("FCPL") before the CCI alleging misrepresentation by Amazon, the CCI on December 17, 2021 passed an order inter alia, keeping in abeyance the approval granted by it to Amazon for its investment in FCPL ("CCI Order"). Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under the Arbitration Act which was not decided or heard by the Tribunal. Hence, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed. Being aggrieved, FRL filed an appeal before the Division Bench of the Delhi High Court which stayed the arbitration proceedings. On February 1, 2022, the Supreme Court of India pronounced its judgement on various SLPs inter alia:
  - a. Setting aside the orders dated February 2, 2021 and March 18, 2021, passed by the learned Single Judge of Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA Order; and
  - b. Setting aside the order dated October 29, 2021 passed by the Delhi High Court and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.
- 7 The financial results will be available on the website of the Company- "www.futuresupplychains.com" and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 8 Figures for the corresponding previous year have been regrouped / reclassified wherever necessary.

**By Order of the Board  
For Future Supply Chain Solutions Limited**

  
**Mayur Toshniwal  
Managing Director**

**Place : Mumbai  
Date : February 7, 2022**





**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

**Review Report to  
The Board of Directors  
Future Enterprises Limited**

1. We have reviewed the accompanying Statement of unaudited Standalone Financial Results of **Future Enterprises Limited** ("the Company") for the quarter ended December 31, 2021 and year to date from April 01, 2021 to December 31, 2021 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation").
2. This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

## 5. Emphasis of Matter

- a. We draw attention to note no. 2 of the statement which describes management's assessment of the impact of the COVID-19 pandemic on the operations and financial results of the Company.
- b. We draw attention to note no. 6 of the statement in respect of no separate segment reporting in the financial results of the Company.
- c. The company holds investment in following companies:
  - Future E-Commerce Infrastructure Limited being Rs. 17.72 crores as equity shares, Rs. 48.65 crores as non-cumulative compulsory convertible preference shares (series-2) and Rs. 0.11 Cr in non-cumulative compulsory convertible preference shares (series-1).
  - Futurebazaar India Limited being Rs. 19.16 crores in equity shares.
  - Ritvika Trading Private Limited being Rs. 0.01 crore in equity shares.
  - Bluerock eservices Private Limited being Rs. 10.92 crores in equity shares.

In respect of above-mentioned companies, the management has not provided provision for diminution in value of the long term investments totalling to Rs. 96.57 crores (Book Value) as in the opinion of the management such diminution is temporary in nature considering the intrinsic value of the assets, future prospects and claims (impact unascertainable).

Our conclusion is not modified in respect of these matters.

For **DMKH & Co.**  
Chartered Accountants  
Firm Registration No.: 116886W

SHIKHA  
KABRA

Digitally signed by  
SHIKHA KABRA  
Date: 2022.02.14  
10:20:23 +05'30'

**Shikha Kabra**  
Partner  
Membership No.: 179437  
UDIN: 22179437ABXZJL8043  
Place: Mumbai  
Date: February 14, 2022

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Months Ended December 31, 2021							(₹ in Crore)
Sr. No.	Particulars	Quarter ended			Nine Months Ended		Year Ended
		31-12-2021	30-09-2021	31-12-2020	31-12-2021	31-12-2020	31-03-2021
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	<b>Income</b>						
	a) Revenue from operations	388.15	514.22	323.95	1,192.10	508.25	886.93
	b) Other Income	4.65	6.98	5.46	16.75	132.65	132.87
	<b>Total Income</b>	<b>392.80</b>	<b>521.20</b>	<b>329.41</b>	<b>1,208.85</b>	<b>640.90</b>	<b>1,019.80</b>
2	<b>Expenses</b>						
	a) Cost of materials consumed	17.80	16.82	7.51	42.99	11.82	26.86
	b) Purchases of stock-in-trade	279.18	381.66	120.90	865.35	331.53	508.57
	c) Changes in inventories of finished goods, work-in-progress, and stock-in-trade - (Increase) / Decrease	33.92	64.01	127.31	111.80	21.15	116.50
	d) Employee benefits expense	23.35	19.17	18.93	62.42	45.99	58.06
	e) Finance costs	171.50	154.26	184.86	504.81	534.27	717.00
	f) Depreciation and amortisation expense	131.44	133.01	132.48	397.54	480.00	609.74
	g) Other Expenses	15.18	10.96	17.31	38.40	33.13	50.86
	<b>Total Expenses</b>	<b>672.37</b>	<b>779.89</b>	<b>609.30</b>	<b>2,023.31</b>	<b>1,457.89</b>	<b>2,087.59</b>
3	<b>Profit/(Loss) from ordinary activities before tax (1-2)</b>	<b>(279.57)</b>	<b>(258.69)</b>	<b>(279.89)</b>	<b>(814.46)</b>	<b>(817.01)</b>	<b>(1,067.79)</b>
4	<b>Tax Expense</b>						
	a) Current Tax	-	-	-	-	-	-
	b) Deferred Tax	-	-	-	-	-	-
	(c) Earlier Years Tax	-	-	-	-	-	(17.89)
5	<b>Profit/(Loss) for the period (3-4)</b>	<b>(279.57)</b>	<b>(258.69)</b>	<b>(279.89)</b>	<b>(814.46)</b>	<b>(817.01)</b>	<b>(1,049.90)</b>
6	<b>Other Comprehensive Income (Net of Taxes)</b>	<b>8.29</b>	<b>1.00</b>	<b>0.09</b>	<b>11.36</b>	<b>(2.08)</b>	<b>(6.16)</b>
7	<b>Total Comprehensive Income (Net of Taxes) (5+6)</b>	<b>(271.28)</b>	<b>(257.69)</b>	<b>(279.80)</b>	<b>(803.10)</b>	<b>(819.09)</b>	<b>(1,056.06)</b>
8	<b>Paid up equity share capital (Face value of ₹ 2/- per share)</b>	<b>98.86</b>	<b>98.86</b>	<b>98.86</b>	<b>98.86</b>	<b>98.86</b>	<b>98.86</b>
9	<b>Other Equity</b>						<b>2,474.55</b>
10	<b>Basic EPS : a) Equity Shares (in ₹)</b>	<b>(5.66)</b>	<b>(5.23)</b>	<b>(5.66)</b>	<b>(16.48)</b>	<b>(16.53)</b>	<b>(21.24)</b>
	b) Class B Shares(Series 1) (in ₹)	<b>(5.66)</b>	<b>(5.23)</b>	<b>(5.66)</b>	<b>(16.48)</b>	<b>(16.53)</b>	<b>(21.24)</b>
11	<b>Diluted EPS: a) Equity Shares (in ₹)</b>	<b>(5.66)</b>	<b>(5.23)</b>	<b>(5.66)</b>	<b>(16.48)</b>	<b>(16.53)</b>	<b>(21.24)</b>
	b) Class B Shares(Series 1) (in ₹)	<b>(5.66)</b>	<b>(5.23)</b>	<b>(5.66)</b>	<b>(16.48)</b>	<b>(16.53)</b>	<b>(21.24)</b>

**Notes:**

- The above financial results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at its meeting held on February 14, 2022. A limited review of the above results has been carried out by the Statutory Auditors.
- The Company has been actively monitoring the impact of the global health pandemic on its financial condition, liquidity, operations, suppliers, industry and workforce. The Company has assessed the impact of this pandemic on its business operations and has considered all relevant and external information available up to the date of approval of these financial statements. In assessing the recoverability of assets such as inventories, trade receivables, financial assets and other assets, based on current indicators of future economic conditions, the Company expects to recover the carrying amounts of its asset. The Company has used the principles of prudence in applying judgements, estimates and assumptions based on the current conditions. The Company will continue to closely monitor any material changes, to future economic conditions. The extent to which COVID-19, impacts the operations will depend on future developments which remain uncertain. The Company continues to take various precautionary measures to ensure health and safety of its customers, employees and their families from COVID-19.
- Scheme of Arrangement:**  
The Board of Directors of the Company at its meeting held on August 29, 2020 has inter-alia, considered and approved the Composite Scheme of Arrangement which involves: (i) merger of 19 Transferor Companies including Future Retail Limited ("FRL") with Future Enterprises Limited ("FEL" or "Transferee Company" the Company) and their respective Shareholders and Creditors, (ii) Transfer and vesting of the Logistics & Warehousing Undertaking from FEL as a going concern on a slump sale basis to Reliance Retail and Fashion Lifestyle Limited, a wholly owned subsidiary of RRVL ("RRVL WOS"); and (iii) Preferential allotment of equity shares and warrants of FEL to RRVL WOS ("The Composite Scheme of Arrangement"/ Scheme), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013.  
  
The combination contemplated under the scheme has been approved by Competition Commission of India ("CCI") on November 20, 2020. Further the stock exchanges have issued an observation letter without any adverse observation on January 20, 2021. Pursuant to this, the scheme application has been filed with National Company Law Tribunal Mumbai ("NCLT") on January 26, 2021 for convening the meeting of the shareholders and creditors of the Transferor Companies and Transferee Company ("Company Application"). Amazon.com Investment Holdings LLC. ("Amazon") had filed an intervention application in the Company Application. After hearing the parties, the NCLT reserved its orders.  
  
Thereafter, on September 28, 2021 the NCLT passed an order ("NCLT Order") inter alia directing all Transferor Companies and Transferee Company companies involved in the Scheme to convene and hold the meetings of their respective shareholders, secured creditors and unsecured creditors as per the schedule provided in the NCLT Order.  
  
Pursuant to the directions contained in the NCLT Order, the Company scheduled the meeting of its shareholders on November 10, 2021 and its secured and unsecured creditors on November 11, 2021 to seek their approvals on the Scheme. In view of the aforesaid, a request was received from the secured lenders seeking additional time to obtain their internal approvals in respect of the consent to be granted at the meetings scheduled on November 10, 2021 and November 11, 2021.  
  
Accordingly, an application was filed on November 02, 2021 by the companies involved in the Scheme before the NCLT seeking extension of time to hold these meetings ("Application for Extension"). Thereafter, the Application for Extension was listed on November 08, 2021 before NCLT. During the hearing on November 08, 2021, Amazon intervened and sought dismissal of the Company Application and the Application for Extension. Additionally, certain creditors also filed an application to seek an inclusion of themselves in the list of creditors. After hearing the parties, the NCLT directed the parties to file their written submissions. In the meantime, until the NCLT passed its order, directed the parties that no meeting shall be conducted.  
  
The Hon'ble Supreme Court's order is reserved on the matter of allowing FRL to seek directions from NCLT with regard to dates for convening and holding shareholders' and creditors' meeting for approving the Scheme of Arrangement with Reliance Group. This order is awaited.  
  
Arbitration Dispute between Amazon.com Investment Holdings LLC. ("Amazon"), Future Retail Limited ("FRL") and Future Coupons Private Limited ("FCPL") and other FRL promoters: Amazon had initiated arbitration proceedings against Future Coupons Private Limited ("FCPL"), FRL and its promoters ("Promoters") on October 5, 2020 before Singapore International Arbitration Centre ("SIAC"). On the same day, Amazon had also filed an application seeking emergency reliefs ("CAER"). After completion of the CAER the Emergency Arbitrator ("EA") passed an interim order on October 25, 2020 ("EA Order") inter alia restraining the Respondents therein i.e. FCPL, FRL and Promoters from taking any steps in furtherance of the resolution passed by FRL on August 29, 2020. However, based on the legal advice received by FRL, it had contended that the EA Order would not be enforceable under Indian Law.  
  
Thereafter, on November 06, 2020, FRL filed a suit before Hon'ble Delhi High Court seeking a relief to injunct Amazon from tortuously interfering with the Scheme. The Hon'ble Single Judge of the Delhi High Court has passed a judgment in the interim application filed in the suit, on December 21, 2020 ("Judgment"), wherein the Single Judge of the Delhi High Court has prima facie held the following:  
  
(a) That there is no arbitration agreement between Amazon and FRL;  
(b) That FRL's Resolution dated August 29, 2020 approving the scheme is neither void nor contrary to any statutory provision nor the Articles of Association of FRL;  
(c) That conflation of the two shareholders agreements (i.e. FCPL SHA and FRL SHA) will be in violation of FEMA FDI Rules;  
(d) That Amazon's representations to various regulatory authorities amounted to unlawful interference with the Scheme and a civil wrong actionable by both FRL and Reliance in case they suffer any loss and  
(e) Even though an injunction was not granted and all the Statutory Authorities were directed to take the decision on the objections in accordance with the law.



**Future Enterprises Limited**

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P +91 22 4055 2200, www.felindia.in CIN L52399MH1987PLC044954



Thereafter, an appeal was preferred by Amazon ("Amazon's Appeal") against certain observations contained in the Judgment, which is currently pending before the Division Bench of the Delhi High Court. On January 13, 2021 even though notice has been issued in Amazon's Appeal, no stay has been granted by the Division Bench of the Delhi High Court on the said Judgment.

There had been further multiple application and suits filed by all related parties to the matter viz. Amazon, FCPL and FRL claiming certain reliefs or for enforcement of their rights or orders of the Tribunal.

FRL had informed in its intimation to stock exchanges that FRL intended to pursue all available avenues to conclude the deal to protect the interests of its stakeholders and workforce. Accordingly, FRL filed a special leave petition against the Status Quo Order dated February 02, 2021 and the Detailed Order dated March 18, 2021 passed in the Enforcement Petition filed by Amazon, before the Supreme Court of India. On September 09, 2021 the Supreme Court of India, passed an order by consent of the parties, inter alia directing that the NCLT, CCI and SEBI to not pass any final order, for a period of four weeks, which was extended from time to time.

In the meanwhile, the Arbitral Tribunal was constituted on January 05, 2021 and in March 2021, FRL had filed 2 (two) applications before the Arbitral Tribunal i.e. (i) An application under Section 16 of the Arbitration and Conciliation Act, 1996 ("Act") for challenging the jurisdiction of the Arbitral Tribunal qua FRL ("Jurisdiction Application"); and (ii) An application for vacating the EA Order ("Vacation Application").

Thereafter, the Arbitral Tribunal directed the parties to file their respective pleadings.

The Jurisdiction Application and the Vacation Application were heard by the Arbitral Tribunal between July 12, 2021 a 16 July 2021, and dismissed by a Partial Award dated October 20, 2021 and Decision dated October 21, 2021 respectively

Being aggrieved by the said Decision, FRL filed an Arbitration Appeal (Arb. A (Comm) No. 64 of 2021) inter alia seeking a stay of the said Decision, before the Delhi High Court. This application for stay in the Arbitration Appeal was dismissed by the Single Judge of the Delhi High Court by order dated October 29, 2021 ("S.37 Order"). Being aggrieved by the S. 37 Order, FRL filed a Special Leave Petition i.e. SLP No. (C) 18080 of 2021 before the Supreme Court of India.

Thereafter, between November 01, 2021 to November 05, 2021 the Arbitral Tribunal concluded the hearing on evidence and scheduled the hearing on the determination of the quantum of damages on January 05, 2022 to January 08, 2022.

In a parallel proceeding filed by FCPL before the Competition Commission of India ("CCI") alleging misrepresentation on the part of Amazon, the CCI on December 17, 2021 passed an order inter alia keeping the approval granted by it to Amazon for its investment in FCPL in abeyance ("CCI Order").

Considering the legal effect and implication of the CCI Order on the arbitration proceedings, FRL filed an application for termination of the arbitration proceedings under Sections 32(2)(c) of the Act ("Termination Application"), before the Arbitral Tribunal on December 23, 2021.

Since, the Arbitral Tribunal was not inclined to hear and decide the Termination Application before proceeding with the second tranche hearing on determination of the quantum of damages, FRL filed a Writ Petition before the Single Judge of the Delhi High Court, which was dismissed by order dated January 04, 2022. Being aggrieved by the said order dated January 04, 2022, FRL filed an Appeal (LPA 06 of 2022) before the Division Bench of the Delhi High Court, who by order dated January 05, 2022 stayed further proceedings before the arbitral tribunal till the next date of hearing, i.e. February 01, 2022 (which now stands extended till March 22, 2022). Amazon has also filed a Special Leave Petition against the said Order dated January 05, 2022 which will be now listed on February 23, 2022.

In the Special Leave Petitions filed by FRL (impugning the Status Quo Order, Detailed Order and S.37 Order) the Supreme Court of India on February 01, 2022 has passed its judgement inter alia:

- Setting aside the Status Quo Order dated February 02, 2021 and Detailed Order dated March 18, 2021, passed by the learned Single Judge of Hon'ble Delhi High Court in the Enforcement Petition filed by Amazon for enforcement of EA order; and
- Setting aside the S.37 Order dated October 29, 2021 passed by the Hon'ble Delhi High Court and directed the Single Judge of the Delhi High Court to reconsider all issues and pass appropriate orders on its own merits.

The Appeal filed by FRL against the Tribunal's Decision will be listed on March 22, 2022.

Further, Delhi High Court has already commenced fresh hearing of all related matters in relation to the litigation with Amazon from February 11, 2022 onwards and gave initial directions to the Parties for making their written submissions and rejoinders as the case may be.

- Figures for the previous financial period(s) have been re-arranged and re-grouped wherever necessary.
- The Non Convertible Debentures (NCDs) issued by the Company are secured by the way of First Pari Passu charge on entire tangible assets of the company. Asset cover available to discharge the principal amount of NCDs as on December 31, 2021 is 1.13x
- Historically, the Company has been operating its business under two main segments, viz. Manufacturing & Trading and Leasing & Others. However, during the current year the operations under the segment Leasing and Others business has reduced significantly and hence, now entire business is being reviewed by the management as single operations. Accordingly, no separate segment reporting has been prepared as contemplated under the IND-AS 108.
- Additional disclosure as per clause 52 (4) of Securities and Exchange Board of India (Listing, Obligation and Disclosure Requirements) Regulations 2015 :

Particulars	Quarter Ended	Quarter Ended	Nine Months Ended
	31-12-2021	30-09-2021	31-12-2021
	Unaudited	Unaudited	Unaudited
Net Worth (Excluding Capital Reserve and DRR) (₹ in Crore)	1,477.03	1,748.02	1,477.03
Debt Redemption Reserve (DRR) (₹ in Crore)	292.15	292.15	292.15
Debt Service Coverage Ratio	0.09	0.17	0.14
Interest Service Coverage Ratio	0.14	0.19	0.17
Debt Equity Ratio	3.77	3.31	3.77
Current Ratio	0.76	0.67	0.76
Long Term Debt to Working Capital	5.80	4.33	5.80
Current Liability Ratio	0.53	0.61	0.53
Total Debts to Total Assets	0.70	0.69	0.70
Debtors Turnover	0.90	1.07	0.87
Inventory Turnover	1.34	1.78	1.32
Operating Margin (%)	4.82	4.20	5.97
Net Profit Margin (%)	(72.03)	(50.31)	(68.32)



By Order of Board of Directors

*Vijay Biyani*  
Vijay Biyani  
Chairman & Managing Director

Place : Mumbai  
Date : February 14, 2022



**GUPTA LODHA & CO.**  
Chartered Accountants

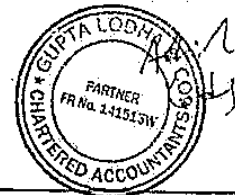


**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,

The Board of Directors,  
FUTUREBAZAAR INDIA LIMITED  
Mumbai

1. We have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of FUTUREBAZAAR INDIA LIMITED (the 'Company') for the period ended Jan 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Head Office:

Shop No: 28, Crystal Plaza, Hiranandani Complex,  
Kharghar, Navi Mumbai - 410210

Branch Office:

1805 A-Wing, Dosti Desire Pearl, Near Orchid International School  
Bramband Police Station, Bramband, Thane (W) - 400607

+91 8286335755

+91 2249245755


ashhh@guptalodha.com



4. Other Matters

The Company is a Subsidiary Company of M/s-Future Enterprises Limited (hereinafter called 'FEL') and FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended Jan 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i.e. FEL, as considered appropriate.

For Gupta Lodha & Co.  
Chartered Accountants  
Firm Registration No. 141513W

  
\_\_\_\_\_  
Ashish Lodha  
Partner (M. No. 418784)  
UDIN 22418784AEBWVM4560  
Mumbai; March 03, 2022



**FUTUREBAZAAR INDIA LIMITED**  
**BALANCE SHEET AS AT JAN 31, 2022**

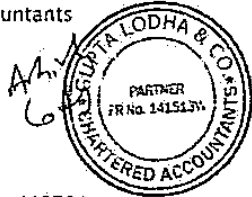
(Rs in Lakhs)

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
Non-current assets		
(a) Other Non-Current Assets	2.32	2.32
(B) Investments	46.56	46.56
<b>Total Non-Current Assets</b>	<b>48.88</b>	<b>48.88</b>
Current Assets		
(a) Financial Assets		
(i) Cash and Cash Equivalents	7.56	8.73
(b) Other Current Assets	6.74	4.30
<b>Total Current Assets</b>	<b>14.30</b>	<b>13.03</b>
<b>Total Assets</b>	<b>63.18</b>	<b>61.91</b>
<b>EQUITY AND LIABILITIES</b>		
Equity		
(a) Equity Share Capital	1,916.00	1,916.00
(b) Other Equity	(2,103.56)	(2,100.15)
<b>Total Equity</b>	<b>(187.56)</b>	<b>(184.15)</b>
Current Liabilities		
(a) Financial Liabilities		
(i) Trade Payables	250.74	245.96
(b) Other Current Liabilities	-	0.10
<b>Total Current Liabilities</b>	<b>250.74</b>	<b>246.06</b>
<b>Total Equity and Liabilities</b>	<b>63.18</b>	<b>61.91</b>

The accompanying notes form an integral part of financial statements.

As per our report of even date attached  
Gupta Lodha & Co.  
Firm No : 141513W  
Chartered Accountants

Ashish Lodha  
Partner  
Membership No: 418784  
UDIN 22418784AEBWVM4560  
Mumbai  
Date : 03rd March 2022



For and on behalf of Board of Directors  
FUTUREBAZAAR INDIA LIMITED

Rakesh Biyani  
Director  
DIN: 00005806

Purushottam Divnale  
Director  
DIN: 07740562

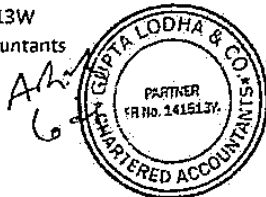
**FUTUREBAZAAR INDIA LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED JAN 31, 2022**

(Rs in Lakhs)

	Period Ended Jan 31, 2022	Year Ended March 31, 2021
<b>Income</b>		
Revenue From Operations	-	-
Other Income	-	0.32
<b>Total Income</b>	-	0.32
<b>Expenses</b>		
Purchase of Traded Goods	-	-
Employee Benefit Expenses	-	-
Other Expenses	3.41	30.30
<b>Total Expenses</b>	3.41	30.30
<b>Profit / (loss) Before Tax</b>	(3.41)	(29.98)
Tax Expense		
(1) Current Tax	-	-
(2) Deferred tax	-	-
<b>Profit After Tax For The Year</b>	(3.41)	(29.98)
<b>Other Comprehensive Income</b>		
Re-Measurement Gains/ (Losses) on Defined Benefit Plans	-	-
<b>Total Other Comprehensive Income</b>	(3.41)	(29.98)
<b>Basic &amp; Diluted Earning Per Share</b>	(0.02)	(0.16)

The accompanying notes form an integral part of financial statements.

As per our report of even date attached  
 Gupta Lodha & Co.  
 Firm No : 141513W  
 Chartered Accountants



Ashish Lodha  
 Partner  
 Membership No: 418784  
 UDIN 22418784AEBWVM4560  
 Mumbai  
 Date : 03rd March 2022

For and on behalf of Board of Directors  
 FUTUREBAZAAR INDIA LIMITED

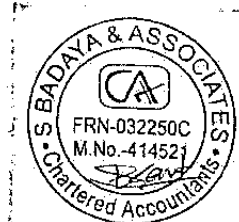
Rakesh Biyani  
 Director  
 DIN: 00005806

Purushottam Divnate  
 Director  
 DIN: 07740562

**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Acute Retail Infra Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Acute Retail Infra Private Limited (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the



information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

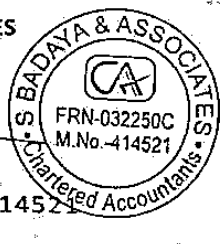
**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

S BADAYA & ASSOCIATES  
Chartered Accountants



Shreekant Badaya  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEQNPN8050



Place: Mumbai  
Date: 04/03/2022

# Acute Retail Infra Private Limited

Unaudited Balance Sheet As At 31, January 2022

Rs in Lakhs

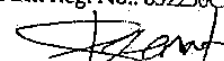
	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	30,137.44	32,015.23
Intangible Assets	1,080.00	1,080.00
Financial Assets		
Investments	-	-
Other Non-Current Assets	7,463.70	7,323.70
<b>Total Non-Current Assets</b>	<b>38,681.15</b>	<b>40,418.93</b>
<b>2. Current Assets</b>		
Financial Assets		
Trade Receivables	6.69	15.72
Cash and Cash Equivalents	224.81	190.92
Other Current Assets	632.53	764.29
<b>Total Current Assets</b>	<b>864.04</b>	<b>970.92</b>
<b>Total Assets</b>	<b>39,545.18</b>	<b>41,389.86</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	109.00	109.00
Other Equity	(7,377.45)	(5,190.96)
<b>Total Equity</b>	<b>(7,268.45)</b>	<b>(5,081.97)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	11,184.45	12,794.35
Other Non-Current Liabilities	33,339.01	33,339.01
<b>Total Non-Current Liabilities</b>	<b>44,523.45</b>	<b>46,133.36</b>
<b>2. Current Liabilities</b>		
Trade Payables		
Due to Micro and Small Enterprises	-	-
Due to Others	1.10	1.31
Other Financial Liabilities	2,278.09	312.14
Other Current Liabilities	10.99	25.01
<b>Total Current Liabilities</b>	<b>2,290.18</b>	<b>338.46</b>
<b>Total Equity and Liabilities</b>	<b>39,545.18</b>	<b>41,389.86</b>

As per our Report of even date attached

For S Badaya & Associates

Chartered Accountants

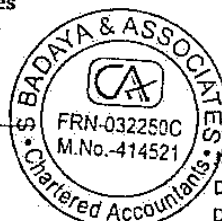
Firm Reg. No.: 032250C



CA Shreekant Badaya

Proprietor

Date: 04.03.2022



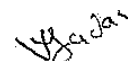
For and on behalf of Board of Directors

JAYESH  
VIJAY  
MERCHANT

Jayesh Merchant

Director

DIN: 00226260



Vinod Yadav

Director

DIN:08582156



# Acute Retail Infra Private Limited

Unaudited Statement of financial Result for the period ended January 31, 2022

Rs in Lakhs

	Period Ended January 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	529.19	113.52
Other Income	14.54	18.48
<b>Total Income</b>	<b>543.73</b>	<b>132.00</b>
<b>EXPENSES</b>		
Employee Benefits Expense	0.85	2.58
Finance Costs	818.62	930.12
Depreciation and Amortization Expense	1,877.79	2,253.35
Other Expenses	32.95	79.62
<b>Total Expenses</b>	<b>2,730.21</b>	<b>3,265.67</b>
<b>Profit/(Loss) Before Tax</b>	<b>(2,186.48)</b>	<b>(3,133.67)</b>
Total Tax Expense	-	(228.83)
(1) Current Tax (earlier year adjustment)	-	7.00
(2) Deferred Tax	-	(235.84)
<b>Profit/(Loss) For The Year</b>	<b>(2,186.48)</b>	<b>(2,904.84)</b>
<b>Other Comprehensive Income For The Year</b>		<b>(1,219.57)</b>
Fair Value Changes On Investment	-	-1,219.57
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(2,186.48)</b>	<b>(4,124.41)</b>
<b>Earnings Per Equity Share of Face Value of Rs 10/- each</b>		
	(not annualised)	
Basic	(200.60)	(378.39)
Diluted	(200.60)	(378.39)

**Notes:**

- The above results were viewed and approved by the Board of Directors of the Company.
- The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.
- Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.

For S Badaya & Associates

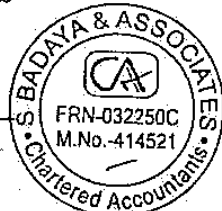
Chartered Accountants

Firm Reg. No.: 032250C

CA Shreekant Badaya

Proprietor

Date: 04.03.2022



For and on behalf of Board of Directors

JAYESH  
VIJAY  
MERCHANT

Jayesh Merchant  
Director  
DIN: 00226260

Vinod Yadav

Vinod Yadav  
Director  
DIN:08582156



**GUPTA LODHA & CO.**  
Chartered Accountants



INDEPENDENT AUDITORS' REVIEW REPORT ON  
INTERIM FINANCIAL RESULTS

To,

The Board of Directors,  
BASUTI SALES AND TRADING PRIVATE LIMITED  
Mumbai

1. We have reviewed the accompanying Statement of Unaudited Financial Results (the "Statement") of BASUTI SALES AND TRADING PRIVATE LIMITED (the "Company") for the period ended Jan 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Head Office:  
Shop No: 28, Crystal Plaza, Hirvanandani Complex,  
Kharghar, Navf Mumbai - 410210

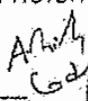
Branch Office:  
1805 A-Wing, Dasi Dastur Patel, Near Orehid International School  
Bramhbari Police Station, Bramhbari, Thane (W) - 400607

+91 8296335755  
+91 2249245755  
galdh@cauptalodha.com

4. Other Matters

The Company is a Subsidiary Company of M/s Futurebazaar India Limited (hereinafter called 'FBI') and FBI is a Subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL') and FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended Jan 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i.e. FEL, as considered appropriate.

For Gupta Lodha & Co.  
Chartered Accountants  
Firm Registration No. 141513W

  
\_\_\_\_\_  
Ashish Lodha  
Partner (M. No. 418784)  
UDIN 22418784AECMYS1273  
Mumbai; March 3, 2022



**BASUTI SALES AND TRADING PRIVATE LIMITED**

CIN No: U51101MH2016PTC274827

Balance Sheet As At January 31, 2022

(Rs. in Lakh)

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	30,291.12	34,503.83
Capital Work-in-Progress	7,682.93	7,582.93
Other Non-Current Assets	27.10	27.10
<b>Total Non-Current Assets</b>	<b>38,001.15</b>	<b>42,213.86</b>
<b>2. Current Assets</b>		
Financial Assets		
Cash and Cash Equivalents	222.39	2.86
Other Current Assets	8,257.38	9,253.09
<b>Total Current Assets</b>	<b>8,479.77</b>	<b>9,255.95</b>
<b>Total Assets</b>	<b>46,480.92</b>	<b>51,469.81</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	1.00	1.00
Other Equity	(15,700.47)	(13,998.15)
<b>Total Equity</b>	<b>(15,699.47)</b>	<b>(13,998.15)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	554.06	3,130.25
Other Financial Liabilities	24,857.20	24,359.82
<b>Total Non-Current Liabilities</b>	<b>25,411.26</b>	<b>27,490.07</b>
<b>2. Current Liabilities</b>		
Financial Liabilities		
Other Financial Liabilities	36,577.79	37,774.29
Other Current Liabilities	191.34	203.60
<b>Total Current Liabilities</b>	<b>36,769.13</b>	<b>37,977.89</b>
<b>Total Equity and Liabilities</b>	<b>46,480.92</b>	<b>51,469.81</b>

As per our report of even date attached  
For Gupta Lodha & Co.

Chartered Accountants

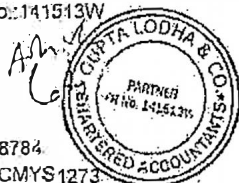
Firm Registration No.: 141513W

Ashish Lodha  
Partner

Membership No. 418784

UDIN: 22418784AECMYS1273

Mumbai, March 3, 2022



For and on behalf of the Board of Directors

BASUTI SALES AND TRADING PRIVATE LIMITED

Amil Kadam  
Director  
DIN: 09140883Amil Acharekar  
Director  
DIN: 06977467

**BASUTI SALES AND TRADING PRIVATE LIMITED****Statement of Profit and Loss Account for the Period Ended January 31, 2022**

(Rs. In Lakh)

	Period Ended Jan 31, 2021	Period Ended Mar 31, 2021
<b>INCOME</b>		
Revenue From Operations	3,600.00	5,332.10
Interest Income	-	0.12
<b>Total Income</b>	<b>3,600.00</b>	<b>5,332.22</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade		
Finance Costs	1,024.16	5,280.70
Depreciation and Amortization Expense	4,212.71	5,038.45
Other Expenses	64.45	43.29
<b>Total Expenses</b>	<b>5,301.32</b>	<b>10,362.44</b>
<b>Profit/(Loss) Before Tax</b>	<b>(1,701.32)</b>	<b>(5,030.22)</b>
Total Tax Expense	-	-
<b>Profit/(Loss) For The Year</b>	<b>(1,701.32)</b>	<b>(5,030.22)</b>
<b>Other Comprehensive Income For The Year</b>	-	-
Fair Value Changes On Investment		
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(1,701.32)</b>	<b>(5,030.22)</b>
<b>Earnings Per Equity Share of Face Value of Rs. 10/- each</b>		
Basic		(50,302.20)
Diluted		(50,302.20)

**As per our report of even date attached**

For Gupta Lodha &amp; Co.

Chartered Accountants

Firm Registration No.:141513W

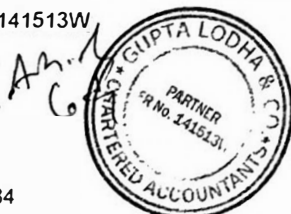
Ashish Lodha

Partner

Membership No. 418784

UDIN: 22418784AECMYS1273

Mumbai; March 3, 2021



For and on behalf of the Board of Directors

BASUTI SALES AND TRADING PRIVATE LIMITED

Amit Kadam

Amit Kadam

Director

DIN: 09140883

Amit Acharekar

Amit Acharekar

Director

DIN: 08977467



## **LIMITED REVIEW REPORT**

To,  
The Board of Directors,  
**Brattle Foods Private Limited**  
Mumbai

Re: Independent Auditor's Limited Review Report for year-to-date January 2022 Unaudited Standalone Financial Result pursuant to Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, as amended (the Listing Regulations).

1. We have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Brattle Foods Private Limited (the 'Company') for the period ended January 31, 2022 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, as amended (the Listing Regulations).
2. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that We plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, We do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable Indian accounting standards prescribed under section 133 of Companies Act 2013 read with the relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

### **Other Matters:**

5. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires




the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

As per our report of even date attached

For V S Dugar & Associates  
Chartered Accountant  
FRN: 143365W

VIJAI  
SINGH  
DUGAR



Digitally  
signed by  
VIJAI SINGH  
DUGAR

Vijai Singh Dugar  
Proprietor  
FRN: 143365W  
UDIN: 22081435AEEKIP6531

Place: Mumbai  
Date: 28-Feb-2022

**Brattle Foods Private Limited**  
**Un-Audited Balance Sheet As At Jan 31, 2022**

CIN. U15490MH2010PTC281788

Rs in Lakhs

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	4,032.32	4,977.56
Intangible Assets	0.26	0.26
Financial Assets		
Investments	2,518.66	2,518.66
Other Financial Assets	15.62	23.30
Other Non-Current Assets	35.35	3,164.22
<b>Total Non-Current Assets</b>	<b>6,602.20</b>	<b>10,684.00</b>
<b>2. Current Assets</b>		
Financial Assets		
Trade Receivables	-	17.67
Cash and Cash Equivalents	19.23	59.17
Other Current Assets	7.68	2.49
<b>Total Current Assets</b>	<b>26.91</b>	<b>79.33</b>
<b>Total Assets</b>	<b>6,629.12</b>	<b>10,763.33</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Share Capital	925.32	925.32
Other Equity	(2,734.93)	(1,602.27)
<b>Total Equity</b>	<b>(1,809.61)</b>	<b>(676.94)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	3,602.38	6,662.39
Other Non-Current Liabilities	2,963.51	4,522.64
<b>Total Non-Current Liabilities</b>	<b>6,565.89</b>	<b>11,185.02</b>
<b>2. Current Liabilities</b>		
Financial Liabilities		
Borrowings	-	-
Trade Payables		
Due to Micro and Small Enterprises	-	-
Due to Others	-	-
Other Financial Liabilities	1,855.41	251.41
Provisions	-	-
Other Current Liabilities	17.42	3.84
<b>Total Current Liabilities</b>	<b>1,872.83</b>	<b>255.25</b>
<b>Total Equity and Liabilities</b>	<b>6,629.12</b>	<b>10,763.33</b>

For V S Dugar & Associates

Chartered Accountant

FRN. : 143365W

VIJAI  
SINGH  
DUGAR

Digitally  
Signed by  
VIJAI  
SINGH  
DUGAR

Vijai Singh Dugar

Proprietor

Membership No. 081435

UDIN: 22081435AEEKIP6531

Place:- Mumbai

Date: 28-02-2022

For and on behalf of Board of Directors

ARUN  
MADANI  
AK  
AGRAWAL

Digitally  
Signed by  
ARUN  
MADANI  
AGRAWAL

ALOK B  
TIWARY

Digitally  
Signed by  
ALOK B  
TIWARY

Arun Agrawal

Director

DIN: 06963368

Alok Tiwary

Director

DIN: 07956580

<b>Brattle Foods Private Limited</b>		
<b>Un-Audited Statement of Profit and Loss Account for the Period Ended Jan 31, 2022</b>		
CIN. U15490MH2010PTC281788		Rs in Lakhs
	Period Ended Jan 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	317.00	-
Other Income	0.13	81.09
<b>Total Income</b>	<b>317.13</b>	<b>81.09</b>
<b>EXPENSES</b>		
Employee Benefits Expense	-	-
Finance Costs	451.65	512.85
Depreciation and Amortization Expense	945.24	1,134.29
Other Expenses	52.90	33.19
<b>Total Expenses</b>	<b>1,449.79</b>	<b>1,680.34</b>
<b>Profit/(Loss) Before Tax</b>	<b>(1,132.66)</b>	<b>(1,599.25)</b>
Total Tax Expense	-	-
(1) Current Tax	-	-
(2) Deferred Tax	-	-
<b>Profit/(Loss) For The Year</b>	<b>(1,132.66)</b>	<b>(1,599.25)</b>
<b>Other Comprehensive Income For The Year</b>		
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(1,132.66)</b>	<b>(1,599.25)</b>
<b>Earnings Per Equity Share of Face Value of ₹ 10/- each</b>		
Basic	(12.28)	(17.34)
Diluted	(12.26)	(17.31)

The accompanying notes are an integral part of the financial statements.

**For V S Dugar & Associates**

**Chartered Accountant**

**FRN. : 143365W**

VIJAI  
SINGH  
DUGAR

Digitally signed by  
VIJAI SINGH DUGAR

**Vijai Singh Dugar**

Proprietor

Membership No. 081435

UDIN: 22081435AEEKIP6531

Place:- Mumbai

Date: 28-02-2022

**For and on behalf of Board of Directors**

ARUN  
MADANLAL  
AGRAWAL

Digitally signed by  
ARUN  
MADANLAL  
AGRAWAL

ALOK B  
TIWARY

Digitally signed by  
TIWARY ALOK B  
TIWARY

**Arun Agrawal**

**Director**

**DIN: 06963368**

**Alok Tiwary**

**Director**

**DIN: 07956580**



**S BADAYA & ASSOCIATES**  
CHARTERED ACCOUNTANTS



5-15, 2<sup>nd</sup> Floor, Krishna Mall,  
Laxmi Mandir Tiraha, Tonk  
Road, Jaipur-302015



+91-9769707548 | 9413416566

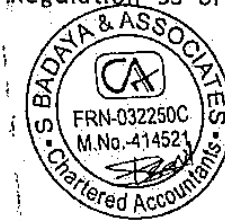


skbadayaca@gmail.com

INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM  
FINANCIAL RESULTS

To,  
The Board of Directors,  
Chirag Operating Lease Company Private Limited  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Chirag Operating Lease Company Private Limited (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (

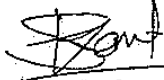


Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

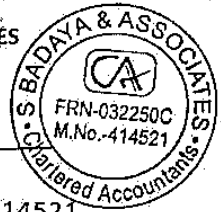
**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

S BADAYA & ASSOCIATES  
Chartered Accountants:



Shreekant Badaya  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEAHCS2815



Place: Mumbai  
Date: 02/03/2022

**Chirag Operating Lease Company Private Limited**

**Unaudited Balance Sheet As At 31, January 2022**

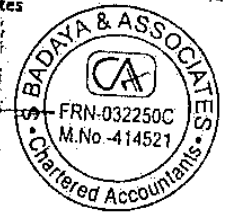
(Rs in Lakhs)

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Capital Work-in-Progress	28,194.75	28,194.75
<b>Total Non-Current Assets</b>	<b>28,194.75</b>	<b>28,194.75</b>
<b>2. Current Assets</b>		
Inventories		
Financial Assets		
Trade Receivables	2.16	
Cash and Cash Equivalents	17.32	29.49
Other Current Assets	733.61	725.17
<b>Total Current Assets</b>	<b>753.09</b>	<b>754.66</b>
<b>Total Assets</b>	<b>28,947.85</b>	<b>28,949.41</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	1.00	1.00
Other Equity	(4,292.55)	(2,475.01)
<b>Total Equity</b>	<b>(4,291.55)</b>	<b>(2,474.01)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	18,989.39	19,217.45
Other Non-Current Liabilities	11,132.18	11,113.48
<b>Total Non-Current Liabilities</b>	<b>30,121.57</b>	<b>30,330.93</b>
<b>2. Current Liabilities</b>		
Financial Liabilities		
Other Financial Liabilities	3,108.00	1,092.00
Other Current Liabilities	9.83	0.48
<b>Total Current Liabilities</b>	<b>3,117.83</b>	<b>1,092.48</b>
<b>Total Equity and Liabilities</b>	<b>28,947.85</b>	<b>28,949.41</b>

**Auditors' Report**

As per our Report of even date attached  
For S Badaya & Associates  
Chartered Accountants  
Firm Reg. No.: 032250C

*[Signature]*  
CA Shreekant Badaya  
Proprietor  
Place: Mumbai  
Dated: 02.03.2022



For and on behalf of the Board of Directors  
For Chirag Operating Lease Company Pvt Ltd.

Ashok  
Gordhand  
as Sarda

Ashok Sarda  
Director  
(DIN: 00077190)

*[Signature]*

Vinod Yadav  
Director  
(DIN :08582156)



# Chirag Operating Lease Company Private Limited

Unaudited Statement of financial Result for the period ended January 31, 2022

(Rs in Lakhs)

	Period Ended January 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	65.00	-
Other Income	-	-
<b>Total Income</b>	<b>65.00</b>	<b>-</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade	-	-
Finance Costs	1,853.16	2,276.16
Other Expenses	29.38	182.74
<b>Total Expenses</b>	<b>1,882.54</b>	<b>2,458.90</b>
<b>Profit/(Loss) Before Tax</b>	<b>(1,817.54)</b>	<b>(2,458.90)</b>
Total Tax Expense	-	-
(1) Current Tax (earlier year adjustment)	-	-
(2) Deferred Tax	-	-
<b>Profit/(Loss) For The Year</b>	<b>(1,817.54)</b>	<b>(2,458.90)</b>
<b>Other Comprehensive Income For The Year</b>		
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(1,817.54)</b>	<b>(2,458.90)</b>
<b>Earnings Per Equity Share of Face Value of Rs 10/- each (not annualised)</b>		
Basic	(18,175.42)	(24,589.00)
Diluted	(18,175.42)	(24,589.00)

## Auditors' Report

As per our Report of even date attached

For S Badaya & Associates

Chartered Accountants

Firm Reg. No.: 032250C

CA Shreekant Badaya

Proprietor

Place: Mumbai

Dated: 02.03.2022



For and on behalf of the board of director

Ashok  
Gordhand  
as Sarda

Ashok Sarda  
Director

(DIN. 00077190)

Vinod Yadav

Vinod Yadav  
Director

(DIN :08582156)



**S. BADAYA & ASSOCIATES**  
CHARTERED ACCOUNTANTS



S-15, 2<sup>nd</sup> Floor, Krishna Mall,  
Laxmi Mandir Tiraha, Tonk  
Road, Jaipur-302015

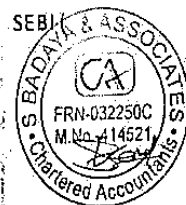


+91-9769707548 | 9413416566  
skbadayaca@gmail.com

**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM**  
**FINANCIAL RESULTS**

To,  
The Board of Directors,  
Hare Krishna Operating Lease Pvt. Ltd.  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Hare Krishna Operating Lease Private Limited (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI

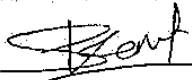


Listing Obligations and Disclosure Requirements) Regulations, 2015 Including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

S BADAYA & ASSOCIATES  
Chartered Accountants

  
Shreekant Badaya  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AECTR3597



Place: Mumbai  
Date: 02/03/2022

**Hare Krishna Operating Lease Private Limited**  
**Unaudited Balance Sheet As At 31, January 2022**

Rs in Lakhs

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Current Assets</b>		
Financial Assets		
Cash and Cash Equivalents	26.25	40.92
Other Financial Assets	46,939.79	15,596.05
Other Current Assets	90.04	89.57
<b>Total Current Assets</b>	<b>47,056.08</b>	<b>15,726.54</b>
<b>Total Assets</b>	<b>47,056.08</b>	<b>15,726.56</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	1.00	1.00
Other Equity	(4,969.23)	(3,645.93)
<b>Total Equity</b>	<b>(4,968.23)</b>	<b>(3,644.93)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	47,316.38	16,116.38
Other Financials liabilities	507.70	418.95
<b>Total Non-Current Liabilities</b>	<b>47,824.08</b>	<b>16,535.33</b>
<b>2. Current Liabilities</b>		
Trade Payables		
Due to Micro and Small Enterprises	-	-
Due to Others	-	-
Other Financial Liabilities	4,200.00	2,800.00
Other Current Liabilities	0.23	36.16
<b>Total Current Liabilities</b>	<b>4,200.23</b>	<b>2,836.16</b>
<b>Total Equity and Liabilities</b>	<b>47,056.08</b>	<b>15,726.56</b>

For S Badaya & Associates  
Chartered Accountants  
FRN: 032250C



Shreekant Badaya  
Place : Mumbai  
Date : 02.03.2022






For and on behalf of the Board  
Hare Krishna Operating Lease Pvt. Ltd.



Director  
Ajay Gurav  
DIN 05172058



Director  
Vinod Yadav  
DIN 08582156

<b>Hare Krishna Operating Lease Private Limited</b>		
<b>Unaudited Statement of financial Result for the period ended January 31, 2022</b>		
Rs in Lakhs		
	Period Ended Jan 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	-	-
<b>Total Income</b>	-	-
<b>EXPENSES</b>		
Finance Costs	1,311.01	1,775.41
Other Expenses	12.27	8.88
<b>Total Expenses</b>	1,323.28	1,784.29
<b>Profit(Loss) Before Tax</b>	(1,323.28)	(1,784.29)
Total Tax Expense	-	-
(1) Current Tax	-	-
(2) Deferred Tax	-	-
<b>Profit(Loss) For The Year</b>	(1,323.28)	(1,784.29)
<b>Other Comprehensive Income For The Year</b>	-	-
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	(1,323.28)	(1,784.29)
<b>Earnings Per Equity Share of Face Value of ₹ 10/- each (not annualised)</b>		
Basic	(0.13)	(0.18)
Diluted	(0.13)	(0.18)
<b>Notes:</b>		
1. The above results were viewed and approved by the Board of Directors of the Company.		
2. The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.		
3. The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.		
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.		
<b>For S Badaya &amp; Associates</b> Chartered Accountants FRN: 032250C  <b>Shreekant Badaya</b> Place : Mumbai Date : 02.03.2022		<b>For and on behalf of the Board</b> Hare Krishna Operating Lease Pvt. Ltd.   <b>Director</b> <b>Ajay Gurav</b> DIN 05172058 <b>Director</b> <b>Vinod Yadav</b> DIN 08582156





**GUPTA LODHA & CO.**  
Chartered Accountants

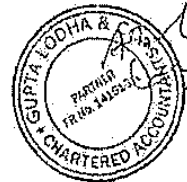


**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,

The Board of Directors,  
NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED  
Mumbai

1. We have reviewed the accompanying Statement of Unaudited Financial Results (the "Statement") of NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED (the "Company") for the period ended Jan 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.



Head Office:

Shop No: 28, Crystal Plaza, Hiranandani Complex,  
Kharadi, New Mumbai - 410210

Branch Office:

1805 A-Wing, Dast Desire Pearl, Near Orchild International School,  
Brainhead Police Station, Bramhand, Thane (W) - 406607

+91 8286335755

+91 2249245755

ashish@gneguptalodha.com



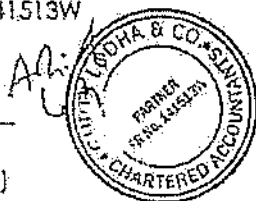
4. Other Matters

The Company is a Subsidiary Company of M/s Futurebazaar India Limited (hereinafter called 'FBL') and FBL is a Subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL') and FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended Jan 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i.e. FEL, as considered appropriate.

For Gupta Lodha & Co.

Chartered Accountants

Firm Registration No. 141513W



Ashish Lodha

Partner (M. No. 418784)

UDIN 22418784AECQCY2249

Mumbai; March 3, 2022

# NICE TEXCOT TRADING & AGENCY PRIVATE LIMITED

CIN U51909MH2017PTC293564

Balance Sheet As At at January 31, 2022

(Amount in Rs.)

	As At Jan 31, 2022	As At Mar 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Capital Work-in-Progress	73,85,23,356	73,85,23,356
Financial Assets		
Investments	49,53,60,000	49,53,60,000
Deposits		
<b>Total Non-Current Assets</b>	<b>1,23,38,83,356</b>	<b>1,23,38,83,356</b>
<b>2. Current Assets</b>		
Financial Assets		
Trade Receivables	32,11,45,338	32,11,20,338
Cash and Cash Equivalents	18,76,93,636	42,43,379
Other Financial Assets	18,16,85,127	1,00,92,88,556
Other Current Assets	17,34,18,335	38,33,38,274
<b>Total Current Assets</b>	<b>86,39,42,437</b>	<b>1,71,79,50,547</b>
<b>Total Assets</b>	<b>2,09,78,25,793</b>	<b>2,95,18,73,903</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	1,00,000	1,00,000
Other Equity	(1,00,92,06,263)	(91,80,73,642)
<b>Total Equity</b>	<b>(1,00,91,06,263)</b>	<b>(91,79,73,642)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	96,70,40,660	89,38,61,504
<b>Total Non-Current Liabilities</b>	<b>96,70,40,660</b>	<b>89,38,61,504</b>
<b>2. Current Liabilities</b>		
Financial Liabilities		
Trade Payables		
Due to Micro and Small Enterprises		
Due to Others	9,86,856	9,86,856
Other Financial Liabilities	1,73,46,72,780	2,54,69,05,685
Other Current Liabilities	10,40,31,740	42,80,83,500
<b>Total Current Liabilities</b>	<b>2,13,98,91,376</b>	<b>2,97,59,86,041</b>
<b>Total Equity and Liabilities</b>	<b>2,09,78,25,793</b>	<b>2,95,18,73,903</b>

As per our report of even date attached

For Gupta Lodha & Co.

Chartered Accountants

Firm Registration No. 1415127V

Ashish Lodha

Partner

Membership No. 418784

UDIN: 22418784AECOCY22459

Mumbai, March 3, 2022



For and on behalf of the Board of Directors

Nice Texcot Trading & Agency Private Limited

*(Signature)*

Arun Agarwal

Director

DIN: 06963358

*(Signature)*

Amr Acharekar

Director

DIN: 08977457

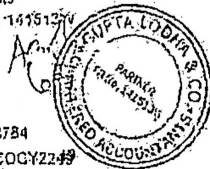
**NICE TEXTCOT TRADING & AGENCY PRIVATE LIMITED Statement of Profit and Loss Account for the Period Ended January 31, 2022**

(Amount in Rs.)

	Period Ended Jan 31, 2022	Period Ended Mar 31, 2021
<b>INCOME</b>		
Revenue From Operations	-	-
Interest Income	613,200	16,986,952
<b>Total Income</b>	<b>613,200</b>	<b>16,986,952</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade	-	-
Change in Inventories of Stock-In-Trade	-	-
Employee Benefits Expense	-	58,000
Finance Costs	89,560,733	121,990,632
Other Expenses	2,185,087	27,866,469
<b>Total Expenses</b>	<b>91,745,820</b>	<b>149,915,101</b>
<b>Profit/(Loss) Before Tax</b>	<b>(91,132,620)</b>	<b>(132,928,148)</b>
Total Tax Expense	-	-
<b>Profit/(Loss) For The Year</b>	<b>(91,132,620)</b>	<b>(132,928,148)</b>
<b>Other Comprehensive Income For The Year</b>		
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(91,132,620)</b>	<b>(132,928,148)</b>
<b>Earnings Per Equity Share of Face Value of Rs. 2/- each</b>		
Basic		(13,293)
Diluted		(13,293)

As per our report of even date attached  
For Gupta Lodha & Co.  
Chartered Accountants  
Firm Registration No: 1475127

Ashish Lodha  
Partner  
Membership No. 418784  
UDIN: 22410784AECOGY2249  
Mumbai, March 3, 2022



For and on behalf of the Board of Directors  
Nice Textcot Trading & Agency Private Limited

*Arun Agarwal*  
Arun Agarwal  
Director  
DIN: 06963368

*Amr Acharekar*  
Amr Acharekar  
Director  
DIN: 08977457

**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Nishta Mall Management Company Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited **Financial Results** (the 'Statement') of **Nishta Mall Management Company Private Limited** (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the



information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

**S BADAYA & ASSOCIATES**  
Chartered Accountants



**Shreekant Badaya**

Membership No. 414521

FRN: 032250C

UDIN: 22414521AEQMKE2820



Place: Mumbai

Date: 03/03/2022



**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**  
[CIN - U70100MH2004PTC148033]  
**Unaudited Statement of financial Result for the period ended January 31, 2022**

All amounts in INR (in Lakhs), unless otherwise stated

	Period Ended	Year Ended
	31-Jan-22	31-Mar-21
<b>Income</b>		
Revenue From Operations	548.99	346.86
Other Income	0.03	4.15
	<b>549.02</b>	<b>351.00</b>
<b>Expenses</b>		
Purchase of Stock-in-Trade	-	-
Employee Benefits Expenses	-	-
Finance Cost	2,170.12	2,129.23
Depreciation and amortization	4,707.50	5,649.00
Other Expenses	110.61	1,106.93
<b>Total Expenses</b>	<b>6,988.23</b>	<b>8,885.16</b>
<b>Profit before exceptional items and tax</b>	<b>(6,439.21)</b>	<b>(8,534.16)</b>
Exceptional items	-	-
<b>Profit Before Tax</b>	<b>(6,439.21)</b>	<b>(8,534.16)</b>
Tax Expense		
- Current Tax	-	-
-Income Tax of Earlier Year	-	(21.02)
- Deferred Tax	(181.16)	(626.61)
<b>Total Tax Expense</b>	<b>(181.16)</b>	<b>(647.63)</b>
<b>Profit / (Loss) for the year</b>	<b>(6,258.05)</b>	<b>(7,886.53)</b>
<b>Other Comprehensive Income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Equity instruments through other comprehensive income	-	-
<b>Other comprehensive income for the year, net of tax</b>	-	1,000.01
<b>Net Profit / (Loss) for the year</b>	<b>(6,258.05)</b>	<b>(6,886.52)</b>
<b>Earning Per Equity Share of face value of Rs 10 each</b>	<b>(not annualised)</b>	
Basic (In INR)	(1,497.43)	(1,887.10)
Diluted (In INR)	(1,497.43)	(1,887.10)

Significant Accounting Policies

Notes:

- The above results were viewed and approved by the Board of Directors of the Company.
- The financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.
- Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.

**For S Badaya & Associates**

Chartered Accountants  
Firm Reg. No.: 032250C



CA Shreekant Badaya

Proprietor

Place: Mumbai

Date: 03.03.2022



**For and on behalf of Board of Directors**

ALOK B | Digitally signed  
by ALOK B  
TIWARY | TIWARY

ANIL I | Digitally signed by  
ANIL I BIYANI

**Alok Tiwary**  
Director  
DIN : 07956580

**Anil Biyani**  
Director  
DIN :00005834



**NISHTA MALL MANAGEMENT COMPANY PRIVATE LIMITED**

[CIN - U70100MH2004PTC148033]

**Unaudited Balance Sheet As At 31, January 2022**


All amounts in INR (in Lakhs)

	As at 31-Jan-22	As at 31-Mar-21
<b>ASSETS</b>		
<b><u>Non- Current Assets</u></b>		
Property Plant & Equipment	33,322.69	38,030.19
Financial Assets		
i. Investment	-	-
ii. Loans	20,891.63	20,441.32
Other Non-Current Assets	2.42	2.32
Deferred Tax Assets	-	-
	54,216.75	58,473.84
<b><u>Current Assets</u></b>		
Financial Assets		
i. Trade Receivable	12.34	66.52
ii. Cash and Cash Equivalents	13.57	431.25
Other Current Assets	310.86	291.38
	336.77	789.15
<b>Total Assets</b>	<b>54,553.52</b>	<b>59,262.98</b>
<b>EQUITY AND LIABILITIES</b>		
<b><u>Equity</u></b>		
Equity Share Capital	41.79	41.79
<b><u>Other Equity</u></b>		
Reserve & Surplus	(14,718.45)	(8,460.40)
Other Reserves	-	-
	(14,676.66)	(8,418.61)
<b><u>Non-current liabilities</u></b>		
Financial Liabilities		
i. Borrowings	44,000.40	50,989.54
ii. Other Financial Liability	13,052.00	13,052.00
Deffered tax Liability	-	181.16
	57,052.40	64,222.70
<b><u>Current Liabilities</u></b>		
Financial Liabilities		
i. Borrowings	12,175.41	3,397.17
ii. Trade Payable	-	0.69
Other Current Liabilities	2.37	61.03
	12,177.78	3,458.89
<b>Total equities and liabilities</b>	<b>54,553.52</b>	<b>59,262.98</b>

**For S Badaya & Associates**

Chartered Accountants

Firm Reg. No.: 032250C



CA Shreekant Badaya

Proprietor

Date: 03.03.2022



**For and on behalf of Board of Directors**

ALOK B Digitally signed by ALOK B TIWARY

**Alok Tiwary**  
Director  
DIN : 07956580

ANIL I Digitally signed by ANIL I BIYANI

**Anil Biyani**  
Director  
DIN :00005834



**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM**  
**FINANCIAL RESULTS**

To,

**The Board of Directors,**

**Ojas Tradelease & Mall Management Private Limited**

Mumbai

1. I have reviewed the accompanying Statement of Unaudited **Financial Results** (the 'Statement') of **Ojas Tradelease & Mall Management Private Limited** (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (



Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

- The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

**S BADAYA & ASSOCIATES**  
Chartered Accountants



**Shreekant Badaya**  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521ADZZLI2784



Place: Mumbai  
Date: 02/03/2022

# Ojas Tradelease & Mall Management Private Limited

Unaudited Balance Sheet As At January 31, 2022

Rs in Lakhs

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	16,025.30	19,231.48
Goodwill	42.99	257.97
Right to Use of Assets		-
<b>Financial Assets</b>		
Investments	1,804.66	1,804.66
Other Non-Current Assets	8,746.13	6,704.27
<b>Total Non-Current Assets</b>	<b>26,619.08</b>	<b>27,998.37</b>
<b>2. Current Assets</b>		
<b>Financial Assets</b>		
Trade Receivables	368.20	284.51
Cash and Cash Equivalents	27.63	11.19
Bank Balances Other Than The Above	0.80	0.80
Other Current Assets	821.49	664.30
<b>Total Current Assets</b>	<b>1,218.12</b>	<b>960.79</b>
<b>Total Assets</b>	<b>27,837.20</b>	<b>28,959.16</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	854.12	854.12
Other Equity	(23,536.85)	(19,447.74)
<b>Total Equity</b>	<b>(22,682.73)</b>	<b>(18,593.62)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
Borrowings	42,216.49	29,526.83
Deferred Tax Liability	-	-
Other Non-Current Liabilities	7,900.00	7,900.00
<b>Total Non-Current Liabilities</b>	<b>50,116.49</b>	<b>37,426.83</b>
<b>2. Current Liabilities</b>		
<b>Financial Liabilities</b>		
<b>Trade Payables</b>		
Due to Micro and Small Enterprises	-	-
Due to Others	399.50	399.68
Other Financial Liabilities	0.58	9,650.41
Other Current Liabilities	3.36	75.85
<b>Total Current Liabilities</b>	<b>403.44</b>	<b>10,125.94</b>
<b>Total Equity and Liabilities</b>	<b>27,837.20</b>	<b>28,959.16</b>

S Badaya & Associates  
Chartered Accountants  
FRN: 032250C



Shreekanth Badaya  
Proprietor  
Date: 02-03-2022



For: Ojas Tradelease & Mall Management  
Private Limited

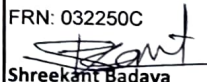

ALOK B Digitally signed  
TIWARY

**ALOK TIWARY**  
Director  
DIN : 07956580

SHARAD Digitally signed by SHARAD  
BHAGWAT  
RUSTAGI

**SHARAD RUSTAGI**  
Director  
DIN : 07232913

**Ojas Tradelease & Mall Management Private Limited**  
**Statement of Profit and Loss Account for the Quarter Ended January 31, 2022**

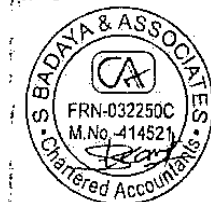
Rs in Lakhs		
	Period Ended January 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	99.32	119.96
Other Income	-	5.09
<b>Total Income</b>	<b>99.32</b>	<b>125.05</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade	-	7.63
Employee Benefits Expense	1.43	3.45
Finance Costs	741.96	1,619.10
Depreciation and Amortization Expense	3,421.15	4,105.38
Other Expenses	23.90	115.36
<b>Total Expenses</b>	<b>4,188.44</b>	<b>5,850.93</b>
<b>Profit/(Loss) Before Tax</b>	<b>(4,089.12)</b>	<b>(5,725.88)</b>
Total Tax Expense	-	(3,628.34)
(1) Current Tax (incl earlier year adjustment)	-	5.00
(2) Deferred Tax	-	(3,633.34)
<b>Profit/(Loss) For The Year</b>	<b>(4,089.12)</b>	<b>(2,097.54)</b>
<b>Other Comprehensive Income For The Year</b>	<b>-</b>	<b>-</b>
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(4,089.12)</b>	<b>(2,097.54)</b>
<b>Earnings Per Equity Share of Face Value of ` 10/- each</b> (Not Annualised)		
<b>Basic</b>	(47.88)	(24.56)
<b>Diluted</b>	(10.09)	(5.17)
<b>Notes:</b>		
1. The above results were viewed and approved by the Board of Directors of the Company.		
2. The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.		
3. The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.		
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.		
<p><b>S Badaya &amp; Associates</b>  Chartered Accountants  FRN: 032250C    <b>Shreekant Badaya</b>  Proprietor  Date: 02.03.2022</p> 		
<p style="text-align: right;"><b>FOR: Ojas Tradelease &amp; Mall Managment</b></p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> <small>ALOK B Digitally signed by ALOK B TIWARY</small>  <b>ALOK TIWARY</b>  Director  <b>DIN : 07956580</b> </div> <div style="text-align: center;"> <small>SHARAD BHAGWAT Digitally signed by SHARAD BHAGWAT RUSTAGI</small>  <b>SHARAD RUSTAGI</b>  Director  <b>DIN : 07232913</b> </div> </div>		



**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Precision Realty Developers Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Precision Realty Developers Private Limited (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' Issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (





Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

- The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

S BADAYA & ASSOCIATES  
Chartered Accountants



Shreekant Badaya  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEQLUH4275




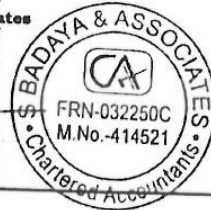
Place: Mumbai  
Date: 03/03/2022

**Precision Realty Developers Private Limited**  
**[CIN - U70200MH2007PTC166932]**  
**Unaudited Balance Sheet As At 31, January 2022**

All amounts in INR (in Lakhs)

	As at	As at
	31-Jan-22	31-Mar-21
<b>ASSETS</b>		
<b>Non- Current Assets</b>		
i. Property Plant & Equipment	30,509.08	32,098.72
ii. Intangible Assets	1,545.00	1,545.00
iii. Capital Work in Progress	-	-
Financial Assets		
iv. Investment		
v. Loan	8,179.82	8,080.64
vi. Deferred Tax Assets	-	-
vii. Other Financial Asset	1,031.33	23.21
viii. Other Non Current Assets	-	-
	41,265.24	41,747.58
<b>Current Assets</b>		
i. Financial Assets		
-Trade Receivable	1,774.24	1,814.12
-Cash and Cash Equivalents	67.87	16.26
ii. Other Current Assets	167.65	138.02
	2,009.76	1,968.40
<b>Total Assets</b>	<b>43,275.00</b>	<b>43,715.97</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
i. Equity Share Capital	3,335.99	3,335.99
<b>Other Equity</b>		
ii. Reserve and Surplus	(7,906.54)	(5,961.39)
iii. Other Reserve	-	-
	(4,570.55)	(2,625.40)
<b>Non-current liabilities</b>		
i. Financial Liabilities		
-Borrowings		
-Advances & Security	17,344.73	17,561.84
ii. Other Non-Current Liabilities	28,481.50	27,469.46
iii. Deferred tax Liability	46.25	46.25
	-	727.08
	45,872.48	45,804.64
<b>Current Liabilities</b>		
i. Financial Liabilities		
-Borrowings		
-Trade Payable	946.00	515.75
-Other Financial Liability	0.82	5.23
ii. Other Current Liabilities	1,016.33	-
iii. Provision	9.92	15.24
	-	0.51
	1,973.07	536.73
<b>Total equities and liabilities</b>	<b>43,275.00</b>	<b>43,715.97</b>

**For S Badaya & Associates**  
Chartered Accountants  
Firm Reg. No.: 032250C  
  
CA Shreekant Badaya  
Proprietor  
Date: 03.03.2022





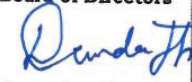
For and on behalf of Board of Directors

Ashok  
Gordhand  
as Sarda



Ashok Sarda  
Director  
DIN:00077190

Danoder Jhavar  
Director  
DIN:02259218

Precision Realty Developers Private Limited [CIN - U70200MH2007PTC166932] Unaudited Statement of financial Result for the period ended January 31, 2022		
All amounts in INR (In Lakhs)		
	Period Ended 31-Jan-22	Year Ended 31-Mar-21
<b>Income</b>		
Revenue From Operations	223.36	1,953.91
Other Income	35.14	1.15
	<b>258.50</b>	<b>1,955.06</b>
<b>Expenses</b>		
Employee Benefits Expenses	-	2.33
Finance Cost	1,229.47	1,231.59
Depreciation and amortization	1,635.55	1,962.66
Other Expenses	65.72	1,169.25
<b>Total Expenses</b>	<b>2,930.74</b>	<b>4,365.82</b>
<b>Profit before exceptional items and tax</b>	<b>(2,672.24)</b>	<b>(2,410.76)</b>
Exceptional items	-	-
<b>Profit Before Tax</b>	<b>(2,672.24)</b>	<b>(2,410.76)</b>
Tax Expense		
- Current Tax	-	-
-Income Tax of Earlier Year	-	0.09
- Deferred Tax	(727.09)	(122.24)
<b>Total Tax Expense</b>	<b>(727.09)</b>	<b>(122.16)</b>
<b>Profit / (Loss) for the year</b>	<b>(1,945.15)</b>	<b>(2,288.61)</b>
<b>Other Comprehensive Income</b>		
<u>Items that will not be reclassified to profit or loss</u>		
income	-	-
<b>Other comprehensive income for the year, net of tax</b>	<b>-</b>	<b>-</b>
<b>Net Profit / (Loss) for the year</b>	<b>(1,945.15)</b>	<b>(2,288.61)</b>
<b>Earning Per Equity Share of face value of Rs 10 each (not annualised)</b>		
Basic (In INR)	(5.83)	(6.86)
Diluted (In INR)	(5.83)	(6.86)
<b>Notes:</b>		
1. The above results were viewed and approved by the Board of Directors of the Company.		
2. The financial results have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.		
3. The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.		
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.		
For S Badaya & Associates Chartered Accountants Firm Reg. No.: 032250C 		For and on behalf of Board of Directors  <b>Damoder Jhavar</b> Director DIN:02259218
CA Shreekant Badaya Proprietor Place: Mumbai Date: 03.03.2022	<b>Ashok</b> Sarda Director DIN:00077190	

**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM**  
**FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Rivaaz Trade Ventures Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited **Financial Results** (the 'Statement') of **Rivaaz Trade Ventures Private Limited** (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI



Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013 , and Regulation 33 of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

**S BADAYA & ASSOCIATES**  
Chartered Accountants



**ShreeKant Badaya**  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEESPQ4311



Place: Mumbai  
Date: 02/03/2022



**Rivaaz Trade Ventures Private Limited**  
**Unaudited Balance Sheet As At 31, January 2022**

(Rs in Lakhs)

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	72,660.74	92,763.16
Intangible Assets	9,126.00	28,721.00
Financial Assets		
Investments	-	-
<b>Total Non-Current Assets</b>	<b>81,786.74</b>	<b>121,484.16</b>
<b>2. Current Assets</b>		
Inventories	-	155.03
Financial Assets		
Current Investments	8,311.00	8,311.00
Trade Receivables	587.84	587.95
Cash and Cash Equivalents	17.17	53.51
Bank Balances Other Than The Above	2.68	2.65
Deposits	4.97	5.22
Other Financial Assets		-
Other Current Assets	191,176.79	165,402.85
<b>Total Current Assets</b>	<b>200,100.45</b>	<b>174,518.21</b>
<b>Total Assets</b>	<b>281,887.19</b>	<b>296,002.37</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	40.40	40.40
Other Equity	(48,724.03)	(26,596.57)
<b>Total Equity</b>	<b>(48,683.63)</b>	<b>(26,556.16)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
Financial Liabilities		
Borrowings	41,753.17	67,505.00
Deferred Tax Liability	444.55	444.55
Other Non-Current Liabilities	212,288.46	212,273.54
<b>Total Non-Current Liabilities</b>	<b>254,486.18</b>	<b>280,223.09</b>
<b>2. Current Liabilities</b>		
Financial Liabilities		
Trade Payables		
Due to Micro and Small Enterprises		
Due to Others	-	-
Other Financial Liabilities	76,077.60	42,313.25
Other Current Liabilities	7.05	22.20
<b>Total Current Liabilities</b>	<b>76,084.65</b>	<b>42,335.45</b>
<b>Total Equity and Liabilities</b>	<b>281,887.19</b>	<b>296,002.37</b>

For S Badaya & Associates  
Chartered Accountants  
FRN: 032250C

  
**Shreekant Badaya**  
Proprietor  
Place:- Mumbai  
Date:- 02.03.2022



For and on behalf of Board of Director  
Rivaaz Trade Ventures Private Limited

ARUN MADANLAL AGRAWAL Digitally signed by ARUN MADANLAL AGRAWAL

ALOK B TIWARY Digitally signed by ALOK B TIWARY

**ARUN AGRAWAL** **ALOK TIWARY**  
Director Director  
DIN: 06963368 DIN: 07956580



<b>Rivaaz Trade Ventures Private Limited</b>		
<b>Unaudited Statement of financial Result for the period ended January 31, 2022</b>		
(Rs in Lakhs)		
	Period Ended Jan 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	137.55	28.34
Other Income	0.05	625.05
<b>Total Income</b>	<b>137.61</b>	<b>653.40</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade	(9.29)	0.61
Change in Inventories of Stock-In-Trade	155.03	44.71
Employee Benefits Expense	12.76	11.67
Finance Costs	8,012.50	9,531.98
Depreciation and Amortization Expense	14,077.41	16,892.89
Other Expenses	16.65	635.63
<b>Total Expenses</b>	<b>22,265.07</b>	<b>27,117.50</b>
<b>Profit/(Loss) Before Tax</b>	<b>(22,127.46)</b>	<b>(26,464.10)</b>
Total Tax Expense	-	34.89
(1) Current Tax	-	34.89
(2) Deferred Tax	-	-
<b>Profit/(Loss) For The Year</b>	<b>(22,127.46)</b>	<b>(26,499.00)</b>
<b>Other Comprehensive Income For The Year</b>	<b>-</b>	<b>-</b>
Fair Value Changes On Investment	-	-
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(22,127.46)</b>	<b>(26,499.00)</b>
<b>Earnings Per Equity Share of Face Value of ` 10/- each</b>		
Basic	(5,476.65)	(6,558.62)
Diluted	(5,476.65)	(6,558.62)

**Notes:**

1. The above results were viewed and approved by the Board of Directors of the Company.
2. The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
3. The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.

**For S Badaya & Associates**  
Chartered Accountants  
FRN: 032250C

  
Shreekanth Badaya

Proprietor  
Place: Mumbai  
Date:- 02.03.2022



**For and on behalf of Board of Directors**  
Rivaaz Trade Ventures Private Limited

ARUN  
MADANLAL  
AGRAWAL

ARUN AGRAWAL  
Director  
DIN: 06963368

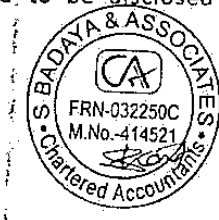
ALOK B  
TIWARY

ALOK B  
TIWARY  
Director  
DIN: 07956580

**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM**  
**FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Syntex Trading & Agency Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited Financial Results (the 'Statement') of Syntex Trading & Agency Private Limited (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (

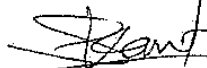


Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

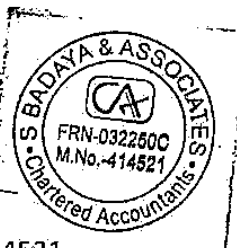
**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

S BADAYA & ASSOCIATES  
Chartered Accountants



Shreekant Badaya  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AESMHY5912



Place: Mumbai  
Date: 02/03/2022

**Syntex Trading & Agency Private Limited**  
**Unaudited Balance Sheet As At 31, January 2022**

Rs in Lakhs

	As at Jan 31, 2022	As at March 31, 2021
<b>ASSETS</b>		
<b>1. Non-Current Assets</b>		
Property, Plant and Equipment	18,103.25	22,255.86
Capital Work-in-Progress	41,296.80	41,296.80
Intangible Assets	2,227.00	2,227.00
Other Non-Current Assets	611.54	689.63
<b>Total Non-Current Assets</b>	<b>62,238.58</b>	<b>66,469.28</b>
<b>2. Current Assets</b>		
<b>Financial Assets</b>		
Current Investments	648.28	648.28
Trade Receivables	60.22	60.22
Cash and Cash Equivalents	107.45	32.43
Bank Balances Other Than The Above	1.49	1.49
Other Financial Assets	64,055.99	64,115.90
<b>Total Current Assets</b>	<b>64,873.43</b>	<b>64,858.32</b>
<b>Total Assets</b>	<b>127,112.01</b>	<b>131,327.63</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	6,575.54	6,575.54
Other Equity	(30,976.66)	(23,083.57)
<b>Total Equity</b>	<b>(24,401.12)</b>	<b>(16,508.04)</b>
<b>Liabilities</b>		
<b>1. Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
Borrowings	128,747.55	123,118.45
Other Financial liabilities	-	4,806.65
Deferred Tax Liability	872.16	872.16
Other Non-Current Liabilities	10,000.00	10,000.00
<b>Total Non-Current Liabilities</b>	<b>139,619.71</b>	<b>138,797.26</b>
<b>2. Current Liabilities</b>		
<b>Trade Payables</b>		
Due to Micro and Small Enterprises	-	-
Due to Others	4.13	10.15
Other Financial Liabilities	11,885.00	9,023.23
Provisions	-	-
Other Current Liabilities	4.30	5.03
<b>Total Current Liabilities</b>	<b>11,893.43</b>	<b>9,038.40</b>
<b>Total Equity and Liabilities</b>	<b>127,112.01</b>	<b>131,327.63</b>

For S Badaya & Associates  
Chartered Accountants  
FRN: 032250C

Shreekant Badaya  
Place : Mumbai  
Date : 02.03.2022



For and on behalf of the Board of  
Directors  
of Syntex Trading & Agency Pvt. Ltd.

Ajay Gurav Vinod Yadav  
Director Director  
DIN 05172058 DIN 08582156



<b>Syntex Trading &amp; Agency Private Limited</b>		
<b>Unaudited Statement of financial Result for the period ended January 31, 2022</b>		
	Period Ended Jan 31, 2022	Year Ended March 31, 2021
<b>INCOME</b>		
Revenue From Operations	204.00	-
Other Income	16.31	0.06
<b>Total Income</b>	<b>220.31</b>	<b>0.06</b>
<b>EXPENSES</b>		
Purchase of Stock-In-Trade	-	-
Change in Inventories of Stock-In-Trade	-	-
Employee Benefits Expense	0.69	2.58
Finance Costs	3,849.21	4,519.65
Depreciation and Amortization Expense	4,152.61	4,983.13
Other Expenses	110.57	485.15
<b>Total Expenses</b>	<b>8,113.08</b>	<b>9,990.51</b>
<b>Profit/(Loss) Before Tax</b>	<b>(7,892.77)</b>	<b>(9,990.45)</b>
<b>Total Tax Expense</b>	<b>-</b>	<b>-</b>
(1) Current Tax	-	-
(2) Deferred Tax	-	-
<b>Profit/(Loss) For The Year</b>	<b>(7,892.77)</b>	<b>(9,990.45)</b>
<b>Other Comprehensive Income For The Year</b>	<b>-</b>	<b>(12,977.94)</b>
Fair Value Changes On Investment	-	(12,977.94)
Foreign Exchange Gain / (Loss) on Bond	-	-
Re-measurement Gains on Defined Benefit Plans	-	-
<b>Total Comprehensive Income For The Year</b>	<b>(7,892.77)</b>	<b>(22,968.39)</b>
<b>Earnings Per Equity Share of Face Value of ` 10/- each (not annualised)</b>		
Basic	(0.79)	(2.30)
Diluted	(0.79)	(2.30)

**Notes:**

1. The above results were viewed and approved by the Board of Directors of the Company.
2. The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
3. The Company is engaged in the business of "Real State & Renting of Mall Management." and there are no other reportable segments as per Ind AS 108 on Operating Segments.
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.

For S Badaya & Associates  
Chartered Accountants  
FRN: 032250C

ShreeKant Badaya  
Place : Mumbai  
Date : 02.03.2022



For and on behalf of the Board of  
Directors  
For Syntex Trading & Agency Pvt. Ltd.

Ajay Gurav Vinod Yadav  
Director Director  
DIN 05172058 DIN 08582156

**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Taquito Lease Operators Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited **Financial Results** (the 'Statement') of **Taquito Lease Operators Private Limited** (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the





information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

**S BADAYA & ASSOCIATES**  
Chartered Accountants



**Shreekant Badaya**  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEQP EB3479



Place: Mumbai  
Date: 04/03/2022

**TAQUITO LEASE OPERATORS PRIVATE LIMITED**  
**[CIN - U70103MH2012PTC231662]**  
**Unaudited Statement of financial Result for the period ended January 31, 2022**


Amount In INR Lakhs

	Period Ended	Year Ended
	31-Jan-22	31-Mar-21
<b>Income</b>		
Revenue From Operations	128.00	-
Other Income	2.16	2.58
	<b>130.16</b>	<b>2.58</b>
<b>Expenses</b>		
Purchase of Stock-in-Trade	-	-
Employee Benefits Expenses	7.26	5.54
Finance Cost	2,281.56	2,465.82
Depreciation and amortization	2,275.25	2,730.30
Other Expenses	40.18	112.21
<b>Total Expenses</b>	<b>4,604.24</b>	<b>5,313.86</b>
<b>Profit before exceptional items and tax</b>	<b>(4,474.08)</b>	<b>(5,311.27)</b>
Exceptional items	-	-
<b>Profit Before Tax</b>	<b>(4,474.08)</b>	<b>(5,311.27)</b>
Tax Expense		
- Current Tax	-	-
- Deferred Tax	-	-
<b>Total Tax Expense</b>	<b>-</b>	<b>-</b>
<b>Profit / (Loss) for the year</b>	<b>(4,474.08)</b>	<b>(5,311.27)</b>
<b>Other Comprehensive Income</b>		
<u>Items that will not be reclassified to profit or loss</u>		
Equity instruments through other comprehensive income	-	-
<b>Other comprehensive income for the year, net of tax</b>	<b>-</b>	<b>-</b>
<b>Net Profit / (Loss) for the year</b>	<b>(4,474.08)</b>	<b>(5,311.27)</b>
<b>Earning Per Equity Share of face value of Rs 10 each</b>	<b>(not annualised)</b>	
Basic (In INR)	(4.07)	(4.83)
Diluted (In INR)	(4.07)	(4.83)

**Notes:**

1. The above results were viewed and approved by the Board of Directors of the Company.
2. The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
3. The Company is engaged in the business of "Real estate activities with own or leased property." and there are no other reportable segments as per Ind AS 108 on Operating Segments.
4. Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current

**S Badaya & Associates**  
Chartered Accountants  
Firm Reg. No.: 032250C

  
CA Shreekanth Badaya  
Proprietor  
Place: Mumbai  
Date: 04.03.2022



**For & on behalf of Board of Directors**

NIDHI  
Digitally signed by NIDHI BAJAJ  
Date: 2022.03.14 18:34:19 +05'30'  
BAJAJ

**Nidhi Bajaj**  
**Director**  
DIN: 05279182

ALOK B  
Digitally signed by ALOK B TIWARY

**Alok Tiwary**  
**Director**  
DIN: 07956580


TAQUITO LEASE OPERATORS PRIVATE LIMITED

[CIN - U70103MH2012PTC231662]

Unaudited Balance Sheet As At 31, January 2022

Amount In INR Lakhs

	Amount In INR Lakhs	
	As at 31-Jan-22	As at 31-Mar-21
<b>ASSETS</b>		
<b>Non- Current Assets</b>		
i. Property Plant & Equipment	30,205.53	32,480.78
ii. Intangible Assets	5,244.00	5,244.00
iii. Capital Work in Progress	-	-
iv. Financial Assets		
-Loans	5,884.65	5,884.65
-Other Financial Assets	692.00	-
v. Deferred Tax Assets	-	-
vi. Other Non Current Assets	115.94	121.62
	42,142.12	43,731.05
<b>Current Assets</b>		
i. Financial Assets		
-Investment	-	-
-Trade Receivable	-	-
-Cash and Cash Equivalents	10.62	0.87
ii. Other Current Assets	-	5.78
	10.62	6.65
<b>Total Assets</b>	<b>42,152.74</b>	<b>43,737.70</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
i. Equity Share Capital	11,000.00	11,000.00
ii. Other equity	-21,520.83	-17,046.75
	-10,520.83	-6,046.75
<b>Non-current liabilities</b>		
i. Financial Liabilities		
-Borrowings	43,266.23	41,194.56
-Other Financial Liability	-	1,910.38
ii. Deferred tax Liability	-	-
	43,266.23	43,104.94
<b>Current Liabilities</b>		
i. Financial Liabilities		
-Borrowings	9,314.44	6,677.07
-Trade Payable	0.65	0.96
-Other Financial Liability	91.85	-
ii. Other Current Liabilities	0.43	1.50
	9,407.37	6,679.53
<b>Total equities and liabilities</b>	<b>42,152.74</b>	<b>43,737.70</b>

S Badaya & Associates  
Chartered Accountants  
Firm Reg. No.: 032250C  
  
CA Shreekant Badaya  
Proprietor  
Place: Mumbai  
Date: 04.03.2022



For and on behalf of Board of Directors

NIDHI  
BAJAJ  
Digitally signed by  
Nidhi Bajaj  
Date: 2022.03.14  
15:44:44 +05'30'

ALOK B  
TIWARY  
Digitally signed by  
Alok B Tiwary  
Date: 2022.03.14  
15:44:44 +05'30'

Nidhi Bajaj  
Director  
DIN: 05279182

Alok Tiwary  
Director  
DIN: 07956580



**INDEPENDENT AUDITORS' REVIEW REPORT ON**  
**INTERIM FINANCIAL RESULTS**

To,  
**The Board of Directors,**  
**Unique Malls Private Limited**  
Mumbai

1. I have reviewed the accompanying Statement of Unaudited **Financial Results** (the 'Statement') of **Unique Malls Private Limited** (the 'Company') for the period ended January 31, 2022. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on this Statement based on our review.
2. I conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that I plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. I have not performed an audit and accordingly, I do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of Unaudited Financial Results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the



information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Other Matters:**

4. The Company is a Subsidiary Company of M/s Future Bazaar Private Limited (hereinafter called 'FBPL') and FBPL is also a subsidiary Company of M/s Future Enterprises Limited (hereinafter called 'FEL'). FEL is a listed Company and is reporting its financial results, therefore, it requires the financial results of the Company for the purpose of consolidation of the same in its financial results as per the provisions of the Companies Act, 2013, and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Accordingly, the Company has presented these financial results for the period ended January 31, 2022, for the limited purpose of their consolidation in the financial results of its Ultimate Holding Company i. e. FEL, as considered appropriate.

**S BADAYA & ASSOCIATES**  
Chartered Accountants



**Shreekant Badaya**  
Membership No. 414521  
FRN: 032250C  
UDIN: 22414521AEQQSS1546



Place: Mumbai  
Date: 04/03/2022

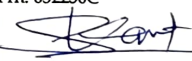


**UNIQUE MALLS PRIVATE LIMITED**  
**[CIN - U70100MH2005PTC155104]**  
**Unaudited Balance Sheet As At 31, January 2022**

Amount in INR (Lakh)

	As at	As at
	31-Jan-22	31-Mar-21
<b>ASSETS</b>		
<b><u>Non- Current Assets</u></b>		
Property Plant & Equipment	19,708.40	20,346.75
Financial Assets		
i. Investment		-
ii. Loans	10,727.25	10,724.50
Deferred Tax Assets	-	-
	30,435.65	31,071.24
<b><u>Current Assets</u></b>		
Financial Assets		
i. Trade Receivable	6.61	89.07
ii. Cash and Cash Equivalents	9.05	3.75
Other Current Assets	8.08	14.55
	23.74	107.38
<b>Total Assets</b>	<b>30,459.39</b>	<b>31,178.62</b>
<b>EQUITY AND LIABILITIES</b>		
<b><u>Equity</u></b>		
Equity Share Capital	403.27	403.27
<b><u>Other Equity</u></b>		
Reserve & Surplus	(4,732.67)	(3,909.83)
Other Reserves	897.69	897.69
	(3,431.71)	(2,608.87)
<b><u>Non-current liabilities</u></b>		
Financial Liabilities		
i. Borrowings	9,318.09	9,314.83
ii. Other Financial Liability	21.68	-
Deffered tax Liability	-	-
	9,339.77	9,314.83
<b><u>Current Liabilities</u></b>		
Financial Liabilities		
i. Borrowings	24,550.49	24,465.43
ii. Trade Payable	-	0.24
Other Current Liabilities	0.84	6.98
	24,551.33	24,472.66
<b>Total equities and liabilities</b>	<b>30,459.39</b>	<b>31,178.62</b>
	<b>0.00</b>	<b>0.00</b>

For S Badaya & Associates,  
Chartered Accountants  
Frm: 032250C

  
CA Shreekant Badaya  
Place: Mumbai  
Date: 04.03.2022



For and on behalf of Board of Directors

SHARAD BHAGWAT RUSTAGI

Sharad Rustagi  
Director  
DIN: 07232913

VIKAS BHAGWAT RUSTAGI

Vikas Kedia  
Director  
DIN: 07059968



**UNIQUE MALLS PRIVATE LIMITED**  
**[CIN - U70100MH2005PTC155104]**  
**Unaudited Statement of financial Result for the period ended January 31, 2022**

	Period Ended 31-Jan-22	Year Ended 31-Mar-21
<b>Income</b>		
Revenue From Operations	41.92	50.30
Other Income	6.63	15.45
	<b>48.55</b>	<b>65.75</b>
<b>Expenses</b>		
Finance Cost	205.94	223.94
Depreciation and amortization	638.34	766.01
Other Expenses	27.10	32.32
<b>Total Expenses</b>	<b>871.39</b>	<b>1,022.26</b>
<b>Profit before exceptional items and tax</b>	<b>(822.84)</b>	<b>(956.51)</b>
Exceptional items	-	-
<b>Profit Before Tax</b>	<b>(822.84)</b>	<b>(956.51)</b>
<b>Tax Expense</b>		
- Current Tax	-	-
- Income Tax of Earlier Year	-	18.24
- Deferred Tax	-	-
<b>Total Tax Expense</b>	<b>-</b>	<b>18.24</b>
<b>Profit / (Loss) for the year</b>	<b>(822.84)</b>	<b>(974.75)</b>
<b>Other Comprehensive Income</b>		
<u>Items that will not be reclassified to profit or loss</u>		
Equity instruments through other comprehensive income	-	-
<b>Other comprehensive income for the year, net of tax</b>	<b>-</b>	<b>(1,249.37)</b>
<b>Net Profit / (Loss) for the year</b>	<b>(822.84)</b>	<b>(2,224.12)</b>
<b>Earning Per Equity Share of face value of Rs 10 each</b>		
Basic (In INR)	(not annualised)	(215.36)
Diluted (In INR)	(79.67)	(215.36)

**Notes:**

- The above results were viewed and approved by the Board of Directors of the Company.
- The financial results have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.
- The Company is engaged in the business of "Real State & Renting of Mall Management."
- Previous year figures have been re-grouped/ re-classified wherever necessary, to correspond with those of the current period's classification.

For S Badaya & Associates  
Chartered Accountants  
Frn: 032250C

CA Shree Kant Badaya  
Place: Mumbai  
Date: 04.03.2022



For and on behalf of Board of Directors

SHARAD  
BHAGWAT  
RUSTAGI

Sharad Rustagi  
Director  
DIN: 07232913

VIKAS  
BHANCHANDRA  
KEDIA

Vikas Kedia  
Director  
DIN: 07059968

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE  
FINANCIAL RESULTS**

**To The Board of Directors of Reliance Retail Ventures Limited**

**Introduction**

1. We have reviewed the accompanying statement of "Unaudited Standalone Financial Results for the quarter/nine months ended 31 December 2021" ("the Statement") of **Reliance Retail Ventures Limited** ("the Company"), being submitted by the Company pursuant to requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

**Scope of Review**

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India ("ICAI"). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Abhijit A. Damle**  
Partner  
(Membership No.102912)  
(UDIN: 22102912AAAABC2627)

**Mumbai, 21 January 2022**



Unaudited Standalone Financial Results for the Quarter / Nine Months ended 31st December, 2021

₹ in crore, except per share data

Particulars	Quarter Ended			Nine Months Ended		Year Ended (Audited)
	31 Dec'21	30 Sep'21	31 Dec'20	31 Dec'21	31 Dec'20	31 Mar'21
<b>Income</b>						
Value of sales & services (Revenue)	1,065.2	1,309.7	730.3	3,426.9	1,284.0	2,235.5
Less : GST Recovered	162.0	152.7	86.7	421.6	170.7	283.6
<b>Revenue from Operations</b>	<b>903.2</b>	<b>1,157.0</b>	<b>643.6</b>	<b>3,005.3</b>	<b>1,113.3</b>	<b>1,951.9</b>
Other income	892.2	937.2	954.9	2,767.9	1,025.8	1,780.4
<b>Total Income</b>	<b>1,795.4</b>	<b>2,094.2</b>	<b>1,598.5</b>	<b>5,773.2</b>	<b>2,139.1</b>	<b>3,732.3</b>
<b>Expenses</b>						
(a) Purchase of Stock-in-Trade/Cost of Services	805.9	1,053.9	588.0	2,718.2	957.6	1,714.9
(b) Employee benefit expenses	29.3	28.9	19.3	94.6	45.2	66.3
(c) Finance costs	109.3	105.3	76.1	304.6	131.8	208.9
(d) Depreciation and amortisation expense	39.5	37.6	25.6	104.6	51.6	76.9
(e) Other expenses	24.2	30.3	13.8	72.2	62.9	75.8
<b>Total expenses</b>	<b>1,008.2</b>	<b>1,256.0</b>	<b>722.8</b>	<b>3,294.2</b>	<b>1,249.1</b>	<b>2,142.8</b>
<b>Profit before tax</b>	<b>787.2</b>	<b>838.2</b>	<b>875.7</b>	<b>2,479.0</b>	<b>890.0</b>	<b>1,589.5</b>
<b>Tax expense</b>						
Current Tax	196.8	204.6	75.3	509.1	75.3	192.9
Deferred tax	0.8	5.3	145.8	112.4	148.8	201.0
<b>Profit for the period</b>	<b>589.6</b>	<b>628.3</b>	<b>654.6</b>	<b>1,857.5</b>	<b>665.9</b>	<b>1,195.6</b>
<b>Other Comprehensive Income (OCI)</b>						
(i) Items that will not be reclassified to Profit or loss	0.4	(0.5)	0.1	0.0	0.1	0.7
(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.1)	0.1	(0.0)	(0.0)	(0.0)	(0.2)
(iii) Items that will be reclassified to Profit or loss	(114.2)	112.0	97.5	10.9	97.5	(278.0)
(iv) Income tax relating to items that will be reclassified to profit or loss	28.8	(28.2)	(24.5)	(2.7)	(24.5)	70.0
<b>Total Other Comprehensive Income / (Loss) (Net of Tax)</b>	<b>(85.1)</b>	<b>83.4</b>	<b>73.1</b>	<b>8.2</b>	<b>73.1</b>	<b>(207.5)</b>
<b>Total Comprehensive Income for the period</b>	<b>504.5</b>	<b>711.7</b>	<b>727.7</b>	<b>1,865.7</b>	<b>739.0</b>	<b>988.1</b>
Earnings per share (Face value of ₹ 10/-) (Not annualised for the quarter / nine months)						
(a) Basic (in ₹)	0.86	0.92	0.97	2.71	1.06	1.86
(b) Diluted (in ₹)	0.86	0.92	0.97	2.71	1.06	1.86
Paid up Equity Share Capital, Equity Shares of ₹ 10/- each	6,863.5	6,863.5	6,863.5	6,863.5	6,863.5	6,863.5
Other Equity excluding revaluation reserves						58,985.9
Net worth (including retained earnings)	67,896.1	67,306.5	65,587.2	67,896.1	65,587.2	66,038.6
a) Debt Service Coverage Ratio	8.20	8.96	12.51	9.14	7.75	8.61
b) Interest Service Coverage Ratio	8.20	8.96	12.51	9.14	7.75	8.61
c) Debt-Equity Ratio	0.21	0.18	0.13	0.21	0.13	0.13
d) Current Ratio	3.87	4.58	6.83	3.87	6.83	6.52
e) Long term debt to working capital	-	-	-	-	-	-
f) Bad debts to Account receivable ratio	-	-	-	-	-	-
g) Current liability Ratio	0.98	0.97	0.97	0.98	0.97	0.98
h) Total debts to total assets	0.17	0.15	0.12	0.17	0.12	0.12
i) Debtors turnover*	9.26	7.20	20.95	30.63	63.49	36.03
j) Inventory turnover	-	-	-	-	-	-
k) Operating margin (%)	0.40	0.48	(0.42)	0.46	(0.31)	0.81
l) Net profit margin (%)	55.35	47.97	89.63	54.20	51.86	53.48

\* Annualised for the quarter/nine months



Reliance Retail Ventures Limited

CIN: U51909MH2006PLC166166 Phone: +91 22 35553800 www.reliance-retail.com  
Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002, India



Notes :

1. The figures for the corresponding previous period have been regrouped/reclassified wherever necessary, to make them comparable.
2. The Company primarily carries on business of supply chain and logistics management for retail. Accordingly, the Company has only one identifiable segment reportable under Ind AS 108 - "Operating Segments".
3. Formulae for computation of ratios are as follows

Sr no.	Ratios	Formulae
a)	Debt Service Coverage Ratio	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense + Principal Repayments made during the period for long term loans}}$
b)	Interest Service Coverage Ratio	$\frac{\text{Earnings before Interest, Tax and Exceptional Items}}{\text{Interest Expense}}$
c)	Debt Equity Ratio	$\frac{\text{Total Debt}}{\text{Total Equity}}$
d)	Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
e)	Long term debt to working capital	$\frac{\text{Non Current Borrowings (Including Current Maturities of Non-Current Borrowings)}}{\text{Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)}}$
f)	Bad debts to Account receivable ratio	$\frac{\text{Bad Debts}}{\text{Average Trade Receivables}}$
g)	Current liability ratio	$\frac{\text{Total Current Liabilities}}{\text{Total Liabilities}}$
h)	Total debts to total assets	$\frac{\text{Total Debt}}{\text{Total Assets}}$
i)	Debtors turnover	$\frac{\text{Value of Sales \& Services}}{\text{Average Trade Receivables}}$
j)	Inventory turnover	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$
k)	Operating margin (%)	$\frac{\text{Earnings before Interest, Tax and Exceptional Items – Other Income}}{\text{Value of Sales \& Services}}$
l)	Net profit margin (%)	$\frac{\text{Profit After Tax}}{\text{Value of Sales \& Services}}$



**Reliance Retail Ventures Limited**

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- The Audit Committee has reviewed the above results and the Board of Directors has approved the above results and its release at their respective meeting held on 21<sup>st</sup> January, 2022. The Statutory Auditors of the Company have carried out a Limited Review of the aforesaid results.

**For Reliance Retail Ventures Limited**

*V. Subramaniam*

V. Subramaniam  
Managing Director  
DIN: 00009621

Place: Mumbai  
Date : 21<sup>st</sup> January, 2022



## **Reliance Retail Ventures Limited**

CIN: U51909MH2006PLC166166 Phone: +91 22 35553800 [www.relianceretail.com](http://www.relianceretail.com)  
Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002, India

**Deloitte  
Haskins & Sells LLP**

Chartered Accountants  
One International Center  
Tower 3, 27<sup>th</sup> -32<sup>nd</sup> Floor  
Senapati Bapat Marg  
Elphinstone Road (West)  
Mumbai – 400 013  
Maharashtra, India

Tele: + 91 22 6185 4000

Fax: +91 22 6185 4001

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS**

**TO THE BOARD OF DIRECTORS OF  
Reliance Retail and Fashion Lifestyle Limited**

1. We have reviewed the accompanying Statement of Unaudited Financial Results of Reliance Retail and Fashion Lifestyle Limited ("the Company"), for the quarter and nine months ended December 31, 2021 ("the Statement"), prepared for the use of Board of Directors of the Company solely for submission to Reliance Retail Ventures Limited ("Parent Company") and Reliance Industries Limited ("Ultimate Parent Company") to enable them to prepare their consolidated unaudited financial results in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed to enable the Parent Company and the Ultimate Parent Company to prepare their Consolidated financial results, or that it contains any material misstatement.

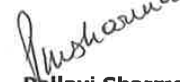
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**Deloitte  
Haskins & Sells LLP**

5. This report is provided to you solely for use in the preparation and submission of consolidated financial results, in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, to the Parent Company and the Ultimate Parent Company, as explained in paragraph 1 above. It should not be distributed to any other person other than the authorised management personnel and the auditors of Parent Company and Ultimate Parent Company and / or used for any other purposes without our prior written consent.

**For DELOITTE HASKINS AND SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)



**Pallavi Sharma**  
Partner  
(Membership No. 113861)  
(UDIN:22113861AAAAAS5794)

**Mumbai**  
**January 19,2022**

# Reliance Retail and Fashion Lifestyle Limited

CIN : U52609MH2020PLC343627

## Unaudited Financial Results for the Quarter and Nine Months ended 31st December, 2021

(₹ in Lakhs, except per share data)

Sr. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31st Dec'21	30th Sep'21	31st Dec'20	31st Dec'21	11th Aug'20 to 31st Dec'20	11th Aug'20 to 31st Mar'21 (Audited)
1	Revenue from operations	-	-	-	-	-	-
2	Other income	58.44	18.91	-	77.34	-	-
3	<b>Total Income</b>	<b>58.44</b>	<b>18.91</b>	<b>-</b>	<b>77.34</b>	<b>-</b>	<b>-</b>
4	<b>Expenses</b>						
	(a) Purchases of stock-in- trade	-	-	-	-	-	-
	(b) Changes in inventories of stock-in-trade	-	-	-	-	-	-
	(c) Employee benefits expense	-	-	-	-	-	-
	(d) Finance costs	-	-	-	-	-	-
	(e) Depreciation and amortisation expense	-	-	-	-	-	-
	(f) Other expenses	1.75	0.38	0.00	6.70	0.29	0.81
	<b>Total expenses</b>	<b>1.75</b>	<b>0.38</b>	<b>0.00</b>	<b>6.70</b>	<b>0.29</b>	<b>0.81</b>
5	<b>Profit / (loss) before tax</b>	<b>56.69</b>	<b>18.53</b>	<b>(0.00)</b>	<b>70.64</b>	<b>(0.29)</b>	<b>(0.81)</b>
6	<b>Tax expense</b>	14.27	3.51	-	17.78	-	-
7	<b>Profit / (loss) for the period</b>	<b>42.42</b>	<b>15.01</b>	<b>(0.00)</b>	<b>52.86</b>	<b>(0.29)</b>	<b>(0.81)</b>
8	<b>Other Comprehensive Income (OCI)</b>						
	<b>Items that will not be reclassified to Profit or loss</b>						
	Remeasurement of Defined Benefit Plans	-	-	-	-	-	-
	<b>Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
9	<b>Total Comprehensive Income for the period</b>	<b>42.42</b>	<b>15.01</b>	<b>(0.00)</b>	<b>52.86</b>	<b>(0.29)</b>	<b>(0.81)</b>
10	Paid up Equity Share Capital, Equity Shares of ₹ 10/- each.	100.00	100.00	1.00	100.00	1.00	1.00
11	Other Equity excluding revaluation reserves as per balance sheet of previous accounting year						(0.81)
12	Earnings per share (Face value of ₹ 10) (Not Annualised for the quarter/nine months)						
	(a) Basic	4.24	1.50	(0.01)	6.74	(2.93)	(8.09)
	(b) Diluted	4.24	1.50	(0.01)	6.74	(2.93)	(8.09)

# Reliance Retail and Fashion Lifestyle Limited

CIN : U52609MH2020PLC343627

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## Notes:-

- 1 Results for the quarter ended and nine months ended 31st December, 2021 are in compliance with Indian Accounting Standards (Ind AS - 34) notified by the Ministry of Corporate Affairs. The Company has been incorporated on 11th August, 2020.
- 2 The Company has entered into a Composite Scheme of Arrangement with Future Enterprises Limited (FEL) for transfer of Retail and Wholesale business of FEL as a going concern on a slump sale basis to the Company. The scheme has been discussed and approved by the Board of Director at its meeting held on August 29, 2020 and is at various stage of approval from regulatory authorities.
- 3 The Board of Directors of the company, in its Board meeting held on 19th January 2022, has approved the unaudited financial results of the company for the quarter ended and nine months ended 31st December 2021. The Statutory Auditors of the Company have carried out a Limited Review of the aforesaid results.

**For Reliance Retail and Fashion Lifestyle Limited**

*V. Subramanian*

**Director**

**Date : 19th January, 2022**

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Regd Office: 4th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002

***If undelivered, please deliver to:***

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