

REF: SEC/NRS/BSE/NSE/ESOS/2016-17

3rd December, 2016

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

Re: Scrip Code: 523574/ 570002

Re: Scrip Code: FEL / FELDVR

**Re: Debt Scrip Code: 947649-9020-9039/
952008-9-10-45-46-53-54-74-75-89-90-97-98/
952715-717-718-721-879-880-881-882-883/
954326-28-30-34-35-40-43-955100-101-140-
141**

Dear Sir/Madam,

Sub: Outcome of Meeting of Nomination and Remuneration Committee

This is to inform that the Nomination and Remuneration Committee (the Committee) of the Company in its meeting held on today, has approved the following:-

1. Allotment of 12,19,841 Equity Shares of ₹ 2/- each to eligible employee(s) under the Employee Stock Option Scheme 2012 (ESOS - 2012) of the Company.

Upon allotment, the equity capital of the Company stand increased from ₹ 94,26,77,114/- (Rupees Ninety Four Crore Twenty Six Lac Seventy Seven Thousand One Hundred Fourteen only) divided into 43,19,63,878 (Forty Three Crore Nineteen Lac Sixty Three Thousand Eight Hundred Seventy Eight) Equity Shares of ₹ 2/- (Rupees Two only) each and 3,93,74,679 (Three Crore Ninety Three Lakh Seventy Four Thousand Six Hundred Seventy Nine) Class B (Series 1) Shares of ₹ 2/- (Rupees Two only) each to

₹ 94,51,16,796/- (Rupees Ninety Four Crore Fifty One Lac Sixteen Thousand Seven Hundred Ninety Six only) divided into 43,31,83,719 (Forty Three Crore Thirty One Lac Eighty Three Thousand Seven Hundred Nineteen) Equity Shares of ₹ 2/- (Rupees Two only) each and 3,93,74,679 (Three Crore Ninety Three Lakh Seventy Four Thousand Six Hundred Seventy Nine) Class B (Series 1) Shares of ₹ 2/- (Rupees Two only) each.

The details as required to be furnished under the SEBI (Shared Based Employee Benefits) Regulations, 2014 (SEBI (SBEB) Regulations, 2014) are enclosed herewith.

2. Considered / approved cancellation of 7,27,165 Options granted to some employee(s) who have transferred / ceased to be in employment with the Company under the FRL Employee Stock Option Plan-2012.
3. Grant of options to eligible employees under Employees Stock Option Scheme 2015 (ESOS-2015) as under:

Number of Options granted	3,80,000 Options
Total Number of Options granted under the Scheme	26,03,196 Options
Vesting Period	Not earlier than 12 months and not later than 18 months from the date of grant
Exercise Period	Not later than 3 years from the date of vesting
Exercise Price	₹ 2/- per equity share
Conversion	Upon exercise of options vested in an employee and payment of exercise price of ₹ 2/- per share, each option will be converted in one equity share of ₹ 2/- each

Kindly take the above information on your records

Thanking you,
Yours truly,

For Future Retail Limited



Deepak Tanna
Company Secretary

Encl: as above

Format of notification for issue of shares under Regulation 10(c)

Notification for issue of shares under Regulation 10(c) of SEBI (SBEB) Regulations, 2014 in relation to allotment of shares under FRL ESOS 2012:

1	Company name and address of Registered Office:	Future Enterprises Limited Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari East, Mumbai 400060
2	Name of the Stock Exchanges on which the company's shares are listed:	BSE Limited. National Stock Exchange of India Limited
3	Filing date of the statement referred in regulation 10(b) of the SEBI (Share Based Employee Benefits) Regulations, 2014 with Stock Exchange:	Application for in-principle approval in terms of SEBI (ESOS and ESPS) Guidelines, 1999, filed on: BSE: 12 March, 2014 and 17 October, 2016 NSE : 13 March, 2014 and 17 October, 2016
4	Filing Number, if any :	BSE: 6163 and 43197 NSE: 4407 and 12864
5	Title of the Scheme pursuant to which shares are issued, if any:	FRL ESOS 2012
6	Kind of security to be listed :	Equity Shares
7	Par value of the shares :	₹ 2/-
8	Date of issue of shares :	3rd December, 2016
9	Number of shares issued :	12,19,841
10	Share Certificate No., if applicable :	N.A.
11	Distinctive number of the share, if applicable :	431963879 – 433183719
12	ISIN Number of the shares if issued in Demat :	INE623B01027
13	Exercise price per share:	₹ 2/-
14	Premium per share :	-
15	Total Issued shares after this issue :	433183719
16	Total Issued share capital after this issue :	₹ /-
17	Details of any lock-in on the shares :	NIL
18	Date of expiry of lock-in :	N.A.
19	Whether shares identical in all respects to existing shares if not, when will they become identical? :	Yes
20	Details of listing fees, if payable :	Post allotment, the Company's paid-up equity share capital would be within the slab (less than ₹ 100 Crore), for which the listing fee has already been paid by the Company, hence, no listing fees would be payable for the aforesaid equity shares issued by the Company.

For Future Enterprises Limited



Deepak Tanna
Company Secretary

Date: 3rd December, 2016
Place: Mumbai