

FUTURE RETAIL



Compliance report with the requirements specified in SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed Composite Scheme of Arrangement between Future Retail Limited ('FRL' or 'First Demerged Company') and Bluerock eServices Private Limited ('BSPL' or 'Second Demerged Company') and Praxis Home Retail Private Limited ('PHRPL' or 'Resulting Company') and their respective Shareholders ('the Scheme') under Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Compliance Status (Yes / No)
1	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes BSE has been chosen / appointed as the Designated Stock Exchange.
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied – Refer Annexure 1
2.b	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Complied – Refer Annexure 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied – Refer Annexure 4
2.d	Fairness opinion by merchant banker	Complied – Refer Annexure 5
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied – Refer Annexure 6
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied – Refer Annexure 7



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 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

CIN : L51909MH2007PLC268269

FUTURE RETAIL



2.g	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Complied – Refer Annexure 8
2.h	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Complied – The Company is in compliance with Regulation 17 to 27 of Listing Regulations. Please refer Annexure 9
2.i	Complaints Report as per Annexure III of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017	Will be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website
Compliance as per Para I (A) (1) of Annexure I to the Circular		
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	Yes
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Complied – The Company undertakes that it will not issue/reissue any shares, not covered under the Draft scheme



FUTURE RETAIL



6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	The current Scheme does not stipulate any warrants/ instruments which give right to any person to take the equity shares in the transferee entity at any future date. However, till date, the Company has issued 1,542 Optionally Convertible Debentures (OCDs) of Rs. 10 lakh each, which are convertible into equity share of the Company at any time during the tenure of the OCDs or latest by 31st October, 2017, as and when the option for conversion is exercised. The conversion price of OCDs would be determinable only at time of exercise of conversion option. Accordingly, the resultant shareholding pattern upon conversion of such OCDs cannot be determined. However, upon conversion of such OCDs, resultant shares would form part of public shareholding and same would increase.
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Yes

Date 29th Arpil, 2017

Place Mumbai

Authorised Signatory and Stamp of the company

Virendra Samani

Name Virendra Samani

Designation Dy. Company Secretary

