

**Brief particulars of the transferee/resulting and transferor/demerged companies**

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Future Retail Limited ("FRL")	Hypercity Retail (India) Limited ("HRIL")
Date of Incorporation & details of name changes, if any	The Company was originally incorporated as Bharti Retail Private Limited on February 7, 2007 at NCT of Delhi. 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 Company was incorporated under the Companies Act, 1956 on May 27, 2004 at Mumbai as 'Rainbow Retail Private Limited'. The name of the Company was changed to 'Hypercity Retail (India) Private Limited' pursuant to a special resolution passed by the shareholders of the Company on February 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by Registrar of Companies, Maharashtra on March 4, 2005. Subsequently, the name of the Company was changed to "Hypercity Retail (India) Limited" pursuant to a special resolution passed by the shareholders of the Company on March 20, 2007 and a fresh certificate of incorporation was issued by Registrar of Companies, Maharashtra on March 30, 2007.
Registered Office	Knowledge House, Shyam Nagar, Off. Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai - 400060, Maharashtra.	Umang Tower, 2nd Floor, Mindspace, Off. Link Road, Malad (W), Mumbai - 400 064, Maharashtra.
Brief particulars of the scheme	The Scheme <i>inter-alia</i> provides for the demerger of Retail Business Undertaking of HRIL into FRL and for reorganisation and reclassification of balance lying in the Capital Reserve Account into Securities Premium Account of FRL.	
Rationale for the scheme	<ul style="list-style-type: none"> <li>• Demerger of the Retail Business Undertaking from HRIL into FRL shall have the following benefits:               <ol style="list-style-type: none"> <li>(a) consolidation of retail operations of FRL and HRIL in a single entity;</li> <li>(b) streamlining the operating structure; and</li> <li>(c) synergies expected to bring in cost savings in the marketing, selling and distribution expenses as well as give benefits of the economies of scale to the Company.</li> </ol> </li> <li>• Re-organisation of equity of FRL as provided in the Scheme shall benefit the shareholders of FRL as it shall result in rationalization of shareholders' funds of FRL.</li> </ul>	
Date of resolution passed by the Board of Director of the company approving the scheme	06th December, 2017	06th December, 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	06th December, 2017	06th December, 2017
Appointed Date	01st December, 2017 or such other date as may be fixed or approved by the National Company Law Tribunal or such other competent authority as may be applicable.	
Name of Exchanges where securities of the company are listed	<ul style="list-style-type: none"> <li>• BSE Limited;</li> <li>• National Stock Exchange of India Limited</li> </ul>	Not Listed
Nature of Business	Multi Brand Retail Trading	Multi Brand Retail trading and Property Options Business
Capital before the scheme	<b>Authorised Share Capital:</b> Rs. 2500,00,00,000 (divided into 12,50,00,00,000 Equity Shares of face value Rs. 2/- each)	<b>Authorised Share Capital:</b> Rs. 625,00,00,000 (divided into 62,50,00,000 Equity Shares of face value Rs. 10/- each)
	<b>Issued Share Capital:</b>	<b>Issued Share Capital:</b>



Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company		
	Rs. 100,40,54,679 (divided into 50,20,79,525 Equity Shares of face value Rs. 2/- each) as on 01 <sup>st</sup> December, 2017 <b>Subscribed and Paid up Share Capital:</b> Rs. 100,39,50,308 (divided into 50,19,75,154 Equity Shares of face value Rs. 2/- each) as on 01 <sup>st</sup> December, 2017	Rs. 1,51,03,03,060 (divided into 15,10,30,306 Equity Shares of face value Rs. 10/- each) as on 30 <sup>th</sup> November 2017 <b>Subscribed and Paid up Share Capital:</b> Rs. 1,51,03,03,060 (divided into 15,10,30,306 Equity Shares of face value Rs. 10/- each) as on 30 <sup>th</sup> November 2017		
No. of shares to be issued	Pursuant to the Scheme becoming effective, FRL shall issue and allot shares to the shareholders of HRIL as on the Appointed Date. As the entire paid up share capital of HRIL as on the Appointed Date is held by FRL along with its nominees, it is expressly understood that, upon this Scheme becoming effective, there will be no issue and allotment of shares by FRL in respect of the demerger of Retail Business Undertaking of HRIL into FRL under this Scheme.			
Cancellation of shares on account of cross holding, if any	Not Applicable	Not Applicable		
Capital after the scheme	There will not be any change in share capital of FRL – post Scheme.	There will not be any change in share capital of HRIL – post Scheme.		
Net Worth	Rs. in crore	Rs. in crore		
Pre	2456.05	(14.83)		
Post	2274.18	167.04		
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	M/s. Walker Chandiook & Co. LLP Firm Registration No. 001076N/ N500013			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not Applicable (as mentioned in the Report of M/s. Walker Chandiook & Co. LLP)			
Fair value per share	Not Applicable			
Exchange ratio	Not Applicable			
Name of Merchant Banker giving fairness opinion	M/s. Keynote Corporate Services Limited			
Equity Shares				
Shareholding pattern as on 01.12.2017	Pre (FRL)		Pre (HRIL)	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	23,37,40,436	46.56	151,030,306	100.00
Public	26,82,34,718	53.44	0	0.00
Custodian	0	0.00	0	0.00
<b>TOTAL</b>	<b>50,19,75,154</b>	<b>100.00</b>	<b>151,030,306</b>	<b>100.00</b>
	Post (FRL)		Pre (HRIL)	
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Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company																																																				
No of Equity shareholders	As on 24 <sup>th</sup> November, 2017 48,071	As on 30 <sup>th</sup> November, 2017 7																																																				
Names of the Promoters (with PAN Nos.)	<p>Promoters / Promoter Group as on 01st December, 2017</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name</th> <th>PAN</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Kishore Biyani</td> <td>AACPBO199B</td> </tr> <tr> <td>2.</td> <td>Retail Trust</td> <td>In process</td> </tr> <tr> <td>3.</td> <td>Ryka Commercial Ventures Private Limited</td> <td>AAFRCR8983H</td> </tr> <tr> <td>4.</td> <td>Akar Estate And Finance Private Limited</td> <td>AACCA2415Q</td> </tr> <tr> <td>5.</td> <td>Suhani Trading and Investment Consultants Private Limited(*)</td> <td>AALCS4222N</td> </tr> <tr> <td>6.</td> <td>Mr. Vijay Biyani</td> <td>AAEPB3653J</td> </tr> <tr> <td>7.</td> <td>Mr. Sunil Biyani</td> <td>AAEPB3654R</td> </tr> <tr> <td>8.</td> <td>Mr. Rakesh Biyani</td> <td>AAEPB3651L</td> </tr> <tr> <td>9.</td> <td>Mr. Laxminarayan Biyani</td> <td>AACPBO197R</td> </tr> <tr> <td>10.</td> <td>Mr. Vivek Biyani</td> <td>AHLPB6777B</td> </tr> <tr> <td>11.</td> <td>Mr. Gopikishan Biyani</td> <td>AACPBO198A</td> </tr> <tr> <td>12.</td> <td>Mr. Anil Biyani</td> <td>AACPBO200F</td> </tr> <tr> <td>13.</td> <td>Ms. Ashni Kishore Biyani</td> <td>AHNPB3118Q</td> </tr> </tbody> </table> <p>(*) Suhani Trading and Investment Consultants Private Limited (the Transferee Company) is added in the Promoter Group of the Company in terms of Composite Scheme of Arrangement among Future Corporate Resources Limited, PIL Industries Limited, Manz Retail Pvt Ltd, Weavette Business Ventures Limited, ESES Commercials Pvt Ltd, Gargi Business Ventures Pvt Ltd and Suhani Trading and Investment Consultants Private Limited which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench and made effective on 14th November, 2017.</p>	Sl. No.	Name	PAN	1.	Mr. Kishore Biyani	AACPBO199B	2.	Retail Trust	In process	3.	Ryka Commercial Ventures Private Limited	AAFRCR8983H	4.	Akar Estate And Finance Private Limited	AACCA2415Q	5.	Suhani Trading and Investment Consultants Private Limited(*)	AALCS4222N	6.	Mr. Vijay Biyani	AAEPB3653J	7.	Mr. Sunil Biyani	AAEPB3654R	8.	Mr. Rakesh Biyani	AAEPB3651L	9.	Mr. Laxminarayan Biyani	AACPBO197R	10.	Mr. Vivek Biyani	AHLPB6777B	11.	Mr. Gopikishan Biyani	AACPBO198A	12.	Mr. Anil Biyani	AACPBO200F	13.	Ms. Ashni Kishore Biyani	AHNPB3118Q	<p>Promoters / Promoter Group as on 01st December, 2017</p> <p>Future Retail Limited – AADCB1093N (Holding Company)</p>										
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Please specify relation among the companies involved in the scheme, if any	FRL is the holding Company of HRIL - holding (jointly with individuals) 100% equity share capital of HRIL.																																																					
Details regarding change in management control if any	There will not be any change in management control pursuant to the Scheme of Arrangement	There will not be any change in management control pursuant to the Scheme of Arrangement																																																				

For Future Retail Limited

*Nirendra Samani*  
Nirendra Samani  
Dy. Company Secretary  
ACS#12971

