

FUTURE RETAIL



17th April, 2021

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
Scrip Code of Debt : 958809, 958810 & 959518

Symbol: FRETAIL

Dear Sir/Madam,

Ref.: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Sub.: Outcome of Board Meeting

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), we, Future Retail Limited (“**Company**”), hereby submit that the board of directors of the Company (“**Board**”), at its meeting held on 17th April, 2021, has approved a resolution plan to restructure the existing secured financial debt from the bankers of the Company (“**Existing Debt**”), as permitted under a Resolution Framework for COVID 19 related Stress announced by the Reserve Bank of India vide circular No. RBI/2020-21/16 DOR. No. BP.BC/3/21.04.048/2020-21, dated 06th August, 2020. The said resolution plan, which remains subject to the approval of the Expert Committee (under the chairmanship of the Mr. K. V. Kamath) constituted by the Reserve Bank of India, has been approved by the lenders to the Existing Debt of the Company. Relevant details of the resolution plan restructuring the Existing Debt are set out under **Annexure A** hereto.

As part of the resolution plan, the debt raised through the non-convertible debentures issued by the Company under Series IA, IB and II (“**NCDs**”) are also part of the Existing Debt and are proposed to be restructured. In furtherance of the same and pursuant to circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13th October, 2020 issued by Securities and Exchange Board of India, the Company has received the written consent of 100% of the holder(s) of the NCDs to amend the terms and conditions of the NCDs as per the resolution plan approved by the other lenders of the Existing Debt. The Board took these consents on record, in the aforementioned Board meeting, and approved the restructuring of the NCDs, in line with the resolution plan approved by the other lenders of the Existing Debt. Further, the Company shall, prior to undertaking the restructuring of the NCDs as per the resolution plan, obtain the approval of the relevant stock exchanges where the NCDs are listed, under the applicable provisions of the LODR Regulations. Relevant details of the proposed restructuring of the NCDs under the resolution plan are set out under **Annexure B** hereto.

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Pursuant to the implementation of resolution plan of the Existing Debt (including the NCDs), the Board expects that the Company would recover from the financial stress caused by the COVID 19 pandemic, within the resolution timeframe. It may be noted that 5.6% US Senior Secured notes 2025 issued by the Company and non-convertible debentures issued by the Company to certain trusts are not part of the resolution plan.

The Board also places its sincere appreciation to all the lenders, whether financial or otherwise, who have extended their support and posed their faith in the long-term viability of the business operations of the Company.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
For **Future Retail Limited**



C. P. Toshniwal
Chief Financial Officer

Encl.: as above

CC:
Singapore Exchange Securities Trading Limited
2, Shenton Way, #02-02, SGX Centre 1.
Singapore - 068 804

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Annexure A

Details of restructuring of debt	:	All financial debts of Company availed from the banks / financial institutions / lenders
Regulatory Framework	:	<p>As permitted under circular No. RBI/2020-21/16 DOR. No. BP.BC/3/21.04.048/2020-21 issued by the Reserve Bank of India on 6th August, 2020.</p> <p>On economic fallout due to COVID-19 pandemic, and to facilitate revival of business across the industries and mitigate the impact of COVID-19 on the financial lenders, the Reserve Bank of India has provided a window under the Prudential Framework to enable the lenders to implement a resolution plan in respect of corporate exposures without change in ownership, subject to prescribed conditions.</p>
Reasons for restructuring of debt	:	The COVID-19 pandemic has deeply impacted the long-term business viability and led to significant financial stress across the industries. The debt burden has become disproportionate relative to the cash flow generated by the Company owing to the multiple lockdowns since the pandemic surfaced, posing significant financial stability risks to the business. Hence, the restructuring of the debt is crucial and essential.
Type of the loans to be restructured	:	<ul style="list-style-type: none"> Working Capital Demand Loans, Term Loans, Cash Credit, Short Term Loans, NCDs, Purchase Bill Discounting Limits, other working capital loans and unpaid interest which became overdue;
Name of the lenders	:	<ol style="list-style-type: none"> 1. Union bank of India 2. Bank of India 3. Bank of Baroda 4. State Bank of India 5. Indian Bank 6. Central bank of India 7. Punjab National Bank 8. UCO Bank 9. Bajaj Finance Limited 10. Axis Bank 11. IDBI Bank 12. IDFC First Bank 13. Rabo bank 14. Yes Bank 15. IndusInd Bank 16. HDFC Bank 17. J&K Bank 18. Barclays 19. Kotak Bank 20. Qatar National Bank 21. RBL Bank 22. DBS Bank India 23. Shinhan Bank 24. Mannapuram Finance 25. Punjab & Sind Bank

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

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CIN: L51909MH2007PLC268269

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		<p>26. CSB Bank 27. Bank of Maharashtra 28. South Indian Bank</p>
Brief details of the debt restructuring plan as approved by the lenders	:	<ul style="list-style-type: none"> • Repayment of short term loans, term loans, NCDs, overdue working capital loans (converted into Working Capital Term Loans) to be extended upto a maximum of 2 years; • Interest moratorium between March 1, 2020 to September 30, 2021. Interest during the period shall be converted into Funded Interest Term Loan ("FITL") which shall be payable by December 2021; • Cash Credit to be continued at reduced level based on bank assessment; • All securities created on assets of the Company shall continue to operate in favour of the lenders in the ranks assigned originally; exception being extension of second charge on movable fixed assets being extended to working capital consortium lenders as a part of the restructuring • All penal interest and charges, default premiums, processing fees unpaid since March, 2020 to implementation date to be waived off fully.
Schedule of implementation of resolution plan	:	The resolution plan shall be implemented after execution of necessary agreements, deeds, undertaking and other relevant documents inter-alia between the Company and the lenders which shall be executed on or before 26th April, 2021.

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Annexure B

Type of debt to be restructured	:	Non-Convertible Debentures (NCDs) under Series – IA and Series IB and Series II
ISIN	:	INE752P07013; INE752P07021; INE752P07039
Regulatory Framework	:	<p>Circular No. RBI/2020-21/16 DOR. No. BP.BC/3/21.04.048/2020-21 issued by the Reserve Bank of India on 6th August,, 2020 and circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/203 dated 13th October, 2020 issued by Securities and Exchange Board of India</p> <p>Under the above circular issued by the Reserve Bank of India, it is specified that the Resolution Framework which is otherwise not applicable to certain categories of lending institutions to which the above circular is addressed, exposures of these lending institutions shall also be included for any resolution plan. Hence, with the requisite consent of the holders of the NCDs, the NCDs have been included in the resolution plan.</p>
Reasons for restructuring of debt	:	The COVID-19 pandemic has deeply impacted the long-term business viability and led to significant financial stress across the industries. The debt burden has become disproportionate relative to the cash flow generated by the Company owing to the multiple lockdowns since the pandemic surfaced, posing significant financial stability risks to the business. Hence, the restructuring of the debt is crucial and essential.
Name of the Debenture Trustee	:	Vistra ITCL (India) Limited; CentBank Financial Services Limited
% of debenture holders agreed to restructuring under the resolution plan	:	The Company has already received written consent of 100% of the holder(s) of the NCDs for the proposed restructuring. In view of this, requirements for holding the meeting of debenture holder(s) may be dispensed with for the purpose of restructuring the NCDs.
Brief details of the restructuring under the resolution plan	:	<ol style="list-style-type: none"> Redemption under Each Series to be rescheduled as below: Series IA - 4 equal quarterly instalments in FY 2023 Series IB - 4 equal quarterly instalments in FY 2024 Series II - 100% on 1st June, 2025 Rate of interest on NCDs would continue at same rate as was agreed at the time of allotment; Interest upto June 2021 on Series II NCDs would be converted into Funded Interest Term Loan ("FITL") which would carry interest rate of 8.30% p.a.;
Schedule of implementation of the resolution plan	:	The resolution plan shall be implemented after receipt of approval of the concerned stock exchange(s) where the NCDs are listed, as required under the applicable provisions of the LODR Regulations. Implementation shall further be subject to execution of necessary agreements, deeds, undertakings and other relevant documents inter-alia between the Company and the Debenture Trustee.

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