

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/24727\_II

January 20, 2021

The Company Secretary  
Future Retail Limited  
Knowledge House, Shyam Nagar,  
Off Jogeshwari Vikhroli Link Road  
Jogeshwari (E) Mumbai - 400060

**Kind Attn.: Mr. Virendra Samani**

Dear Sir,

**Sub: Observation Letter for Draft Composite Scheme of Arrangement between Future Group companies and Reliance Group companies and their respective shareholders and creditors**

We are in receipt of the Draft Composite Scheme of Arrangement between Future Group companies and Reliance Group companies and their respective shareholders and creditors vide application dated September 16, 2020.

Based on our letter reference no Ref: NSE/LIST/24727 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

- a. *The Company shall ensure that additional information, if any submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company.*
- b. *The Companies shall duly comply with various provisions of the Circular.*
- c. *The Company should ensure that the shares of the transferee entity issued in lieu of the locked-in shares of the transferor entities is subjected to lock-in for the remaining period post scheme.*
- d. *The Companies involved in the scheme are advised that the proceedings pending before SEBI against the entities part of the promoter / promoter group or are directors of the companies involved in the scheme, should be highlighted in scheme document filed before National Company Law Tribunal (NCLT).*
- e. *The Companies involved in the scheme are advised that the details of the complaints made by Amazon.com NV Investment Holdings LLC (Amazon), the submissions of Future Retail Limited and the counter submissions of Amazon and all the proceedings pending and*

- completed related to the same in the Delhi High Court Order in CS(COMM) 493/2020, the Award of Emergency Arbitrator in the Singapore International Arbitration Centre or any other ongoing court /arbitration proceedings, or any orders issued therein are brought to the notice of the Shareholders of the listed entities involved in the scheme while taking shareholder approval on the scheme. Further, the same should also be brought to the notice of NCLT while filing the draft scheme for their approval.*
- f. The Companies involved in the scheme are advised that any future disputes, complaints, regulatory actions or proceedings, or orders issued therein involving the draft scheme if any, shall be brought to the notice of shareholders prior to the approval by NCLT.*
- g. The Companies involved in the scheme are advised that as a part of the notice to shareholder seeking their approval on the scheme, the following fact should be suitably highlighted: “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 of arrangement.”*
- h. The Companies involved in the scheme are advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company obliged to bring the observations to the notice of NCLT.*
- i. The Companies involved in the scheme shall ensure that applicable information pertaining to unlisted companies — 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, Reliance Retail Ventures Limited and Reliance Retail and Fashion Lifestyle Limited is included in the abridged prospectus as per the specified format.*
- j. The Companies involved in the scheme shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon’ble National Company Law Tribunal*

***It is observed that there are certain ongoing litigations/arbitration/legal proceedings against the draft scheme. In view of the same, the Companies involved in the scheme are advised that these comments on the draft scheme of arrangement are subject to the outcome of any of the ongoing litigation/ arbitration/ legal proceedings involving the draft scheme and/or the decision by any competent authority/competent court in this regard.***

- k. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 20, 2021 within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For National Stock Exchange of India Limited

Jiten Patel  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)