

Ref: NSE/LIST/ 42719

September 15, 2015

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

**Kind Attn.: Mr. Deepak Tanna**

Dear Sir,

**Sub: Observation letter for draft Scheme of Arrangement between Future Retail Limited ('FRL') and Bharti Retail Limited ('BRL') and their respective shareholders and creditors.**

This has reference to draft Scheme of Arrangement between Future Retail Limited ('FRL') and Bharti Retail Limited ('BRL') and their respective shareholders and creditors u/s 391 to 394 and other applicable provisions of the Companies Act 1956 submitted to NSE vide your letter dated May 22, 2015.

Based on our letter reference no Ref: NSE/LIST/34493 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated September 11, 2015, has given following comments on the draft Scheme of Amalgamation:

- a) *The Companies shall ensure additional information, if any, submitted by the Companies, after filing the draft scheme with the stock exchange/s, is displayed from the date of receipt of this letter on the website of the listed company.*
- b) *The Company shall duly comply with various provisions of the Circulars.*
- c) *The Company (BRL) shall ensure the compliance with the requirement of para 1 (b), Part A, Annexure I of the SEBI circular dated February 04, 2013*
- d) *The Company (FRL) shall ensure that the issuance of shares by FRL pursuant to scheme of arrangement is in compliance with applicable provisions of SEBI (ICDR) Regulation 2009 with regard to pricing, lock in, etc.*
- e) *The Companies shall ensure that the post Scheme shareholding pattern of BRL, considering full dilution, shall disclosed to the shareholders.*
- f) *The Company (BRL) may be advised to ensure that in case SEBI (SAST) Regulation are triggered the company shall comply with the SEBI (SAST) Regulation, 2011*

We hereby convey our 'No-objection' with limited reference to those matters having a bearing on listing/delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon'ble High Court.

However, the listing of equity shares of Bharti Retail Limited on the National Stock Exchange India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957. Further, Bharti Retail Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfill the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of Bharti Retail Limited is at the discretion of the Exchange.

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The listing of Bharti Retail Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Bharti Retail Limited and its group companies in line with the disclosure requirements applicable for public issues with NSE for making the same available to the public through website of the companies.
2. To publish an advertisement in the newspapers containing all the information about Bharti Retail Limited in line with the details required as per SEBI circular no. SEBI/CFD/DIL/5/2013 dated February 4, 2013. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Bharti Retail Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
  - (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."
  - (b) "There shall be no change in the shareholding pattern or control in Bharti Retail Limited between the record date and the listing which may affect the status of this approval."

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 Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 15, 2015, within which the Scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, you shall submit to NSE the following:

- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,  
For National Stock Exchange of India Limited

Kamlesh 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)