

DCS/AMAL/LP/24(f)/157/2015-16

September 15, 2015

The Company Secretary  
**Future Retail Limited**  
Knowledge House, Off Jogeshwari,  
Vikhroli Link Road, Shyam Nagar, Jogeshwari (East),  
Mumbai, Maharashtra, 400060.

Dear Sir / Madam,

**Sub: Observation letter regarding the Scheme of Arrangement between Bharti Retail Limited and Future Retail Limited.**

We refer to your draft Scheme of Arrangement between Bharti Retail Limited and Future Retail Limited.

As required under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated September 11, 2015 given the following comment(s) on the draft scheme of arrangement:

- *The Company shall ensure that additional information, if any, submitted by the Companies, after filling the draft scheme with the stock exchange/s, is displayed from the receipt of this letter on the website of the company.*
- *The Company (BRL) shall ensure that BRL compliance with the requirements of Para 1(b), Part A, Annexure I of the SEBI Circular dated February 4, 2013*
- *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) Reg.2009 with regard to pricing, lock in, etc.*
- *The Company (BRL) is advised to ensure that in case SEBI (SAST) Regulations are triggered the company shall comply with the SEBI (SAST) Regulations, 2011.*
- *The company shall duly comply with various provisions of the Circulars.*

Accordingly, based on aforesaid comments offered by SEBI, the company is hereby advised:

- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

However, the listing of equity shares of Bharti Retail Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No .CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 including compliance with Para 1(b) read with Para 1(d), Part A, Annexure I of the aforesaid SEBI circular dated February 4, 2013 on the fully diluted post arrangement capital of BRL considering full conversion of BRL OCDs into the equity shares of BRL. Further, Bharti Retail Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities 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. In addition to the above, the listing of Bharti Retail Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the 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 BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information about Bharti Retail Limited in line with the details required as per the aforesaid SEBI circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Bharti Retail Limited to BSE on a 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 provisions shall be incorporated in the scheme:
  - i. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - ii. "There shall be no change in the shareholding pattern of Bharti Retail Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- 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. Copy of the observation letter issued by all the Stock Exchanges where Company is listed.
- e. Status of compliance with the Observation Letter/s of the stock exchanges;
- f. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- g. Complaints Report as per Annexure II of this Circular.
- h. Any other document/disclosure as informed by the exchange.

The Exchange reserves its right to withdraw its 'No adverse observation' 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.

Please note that the aforesaid observations does not preclude the company from complying with any other requirements.

Yours faithfully,



**Nitin Pujari**  
Manager



**Lalit Phatak**  
Asst. Manager