

COUNSELED MERCANTILE PRIVATE LIMITED

19th February 2015

To,

Dept. of Corporate Services (CRD)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Fax Nos.: 22723121 / 22722037 /
22722039 / 22722041 / 22722061 /
22723719 / 22721082

Listing Department
The National Stock Exchange of India
Limited
Exchange Plaza,
Bandra - Kurla Complex,
Bandra (East),
Mumbai- 400 051
Fax Nos. 26598237 / 26598238

BSE Scrip Code: 570002

NSE Symbol: FRLDVR

Sub: Disclosure pursuant to Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

With reference to above subject, we are enclosing herewith disclosure pursuant to regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for Allotment of Equity Shares of Future Retail Limited.

Kindly take the above on your record.

Thanking you,

Yours faithfully,

FOR COUNSELED MERCANTILE PRIVATE LIMITED



AUTHORISED SIGNATORY

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Future Retail Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Counseled Mercantile Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	97,55,390	3.88#	3.74+
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	97,55,390	3.88	3.74
Details of acquisition			
a) Shares carrying voting rights acquired	1,35,92,233	1.85	1.85
b) VRs acquired otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
e) Total (a+b+c+-d)	1,35,92,233	1.85	1.85
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	2,33,47,623	5.73@	5.59##
b) VRs otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c+d)	2,33,47,623	5.73	5.59
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Rights Issue.		

Salient features of the securities acquired including time till redemption, ratio at which it can be converted into shares etc.

~~Date of acquisition of/~~ date of receipt of intimation of allotment of shares / ~~VR / warrants / convertible securities/~~ any other instrument that entitles the acquirer to receive shares in the TC. Equity share capital / total voting capital of the TC before the said acquisition

17th February, 2015.

1. Total Voting Rights:

(#) 23,90,18,954 Equity Shares of Rs. 2/- each and 1,59,29,152 Class B (Series 1) Shares of Rs. 2/- each [Voting Rights 23,90,18,954 + 1,19,46,864 = 25,09,65,818]

2. Total Diluted Voting Rights:

(+) 23,90,18,954 Equity Shares of Rs. 2/- each and 2,94,27,452 Class B (Series 1) Shares of Rs. 2/- each. (Considering conversion of 1,34,98,300 Class B Warrants) [Diluted Voting Rights 23,90,18,954 + 2,20,70,589 = 26,10,89,543]

Equity share capital/ total voting capital of the TC after the said acquisition

(@) 38,83,21,323 Equity Shares of Rs. 2/- each and 2,58,76,379 Class B (Series 1) Shares of Rs. 2/- each [Voting Rights 38,83,21,323 + 1,94,07,284 = 40,77,28,607]

Total diluted share/voting capital of the TC after the said acquisition

(##) 38,83,21,323 Equity Shares of Rs. 2/- each and 3,93,74,679 Class B (Series 1) Shares of Rs. 2/- each. (Considering conversion of 1,34,98,300 Class B Warrants) [Voting Rights 38,83,21,323 + 2,95,31,009 = 41,78,52,332]

For Counseled Mercantile Private Limited



Authorised Signatory

Place: Mumbai

Date: 19.02.2015

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.