

Annexure I

Shareholding pattern of Equity shares of Future Consumer Enterprise Limited		
	Category of Shareholder	Total number of shares
(A)	Shareholding of Promoter and Promoter Group	
1	Indian	
(a)	Bodies Corporate	66,30,42,048
(e)	Any Other (Relatives of promoters)	1,66,788
	Sub-Total (A)(1)	66,32,08,836
2	Foreign	0
	Sub-Total (A)(2)	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	66,32,08,836
(B)	Public shareholding	
1	Institutions	
(a)	Foreign Institutional Investors	30,79,06,324
	Sub-Total (B)(1)	30,79,06,324
2	Non-institutions	
(a)	Bodies Corporate	46,44,95,544
(b)	Individuals	
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	3,96,18,976
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	11,32,85,396
(c)	Qualified Foreign Investors	0
(d)	Any Other (specify)	
i	Non Resident Indians (Repatriable)	18,49,907
ii	Non Resident Indians (Non Repatriable)	31,23,150
iii	Clearing members	40,16,634
iv	Directors / Relatives	0
v	H U F	4,71,904
	Sub-Total (B)(2)	62,68,61,511
	Total Public Shareholding (B)= (B)(1)+(B)(2)	93,47,67,835
	GRAND TOTAL (A)+(B)	1,59,79,76,671





Annexure II

Shareholding pattern of Target Company Future Lifestyle Fashions Limited		
	Category of shareholder	Total number of shares
(A)	Shareholding of Promoter and Promoter Group	
-1	Indian	
(a)	Individuals/ Hindu Undivided Family / Nominee of Promoter	38933
(b)	Bodies Corporate	
	Future Retail Limited	30570108
	Future Corporate Resources Limited	29548009
	PIL Industries Limited	10964652
	Ryka Commercial Vetures Private Limited	4229319
	Other Promoters (Bodies Corporate)	13306550
	Sub-Total (A)(1)	88657571
-2	Foreign	0
	Sub-Total (A)(2)	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	88657571
(B)	Public shareholding	
-1	Institutions	
(a)	Mutual Funds/ UTI	1021108
(b)	Financial Institutions/ Banks	162325
(c)	Venture Capital Funds	15527950
(d)	Insurance Companies	1915792
(e)	Foreign Institutional Investors	21828776
	Sub-Total (B)(1)	40455951
-2	Non-institutions	
(a)	Bodies Corporate	22825989
(b)	Individuals	
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	7631437
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	7179943
(c)	Any Other	0
	1. N R I	232995
	2. DIRECTORS & RELATIVES	135821
	3. CLEARING MEMBER	731495
	4. TRUST	2414756
	Sub-Total (B)(2)	41152436
	Total Public Shareholding (B)= (B)(1)+(B)(2)	81608387
	GRAND TOTAL (A)+(B)	170265958

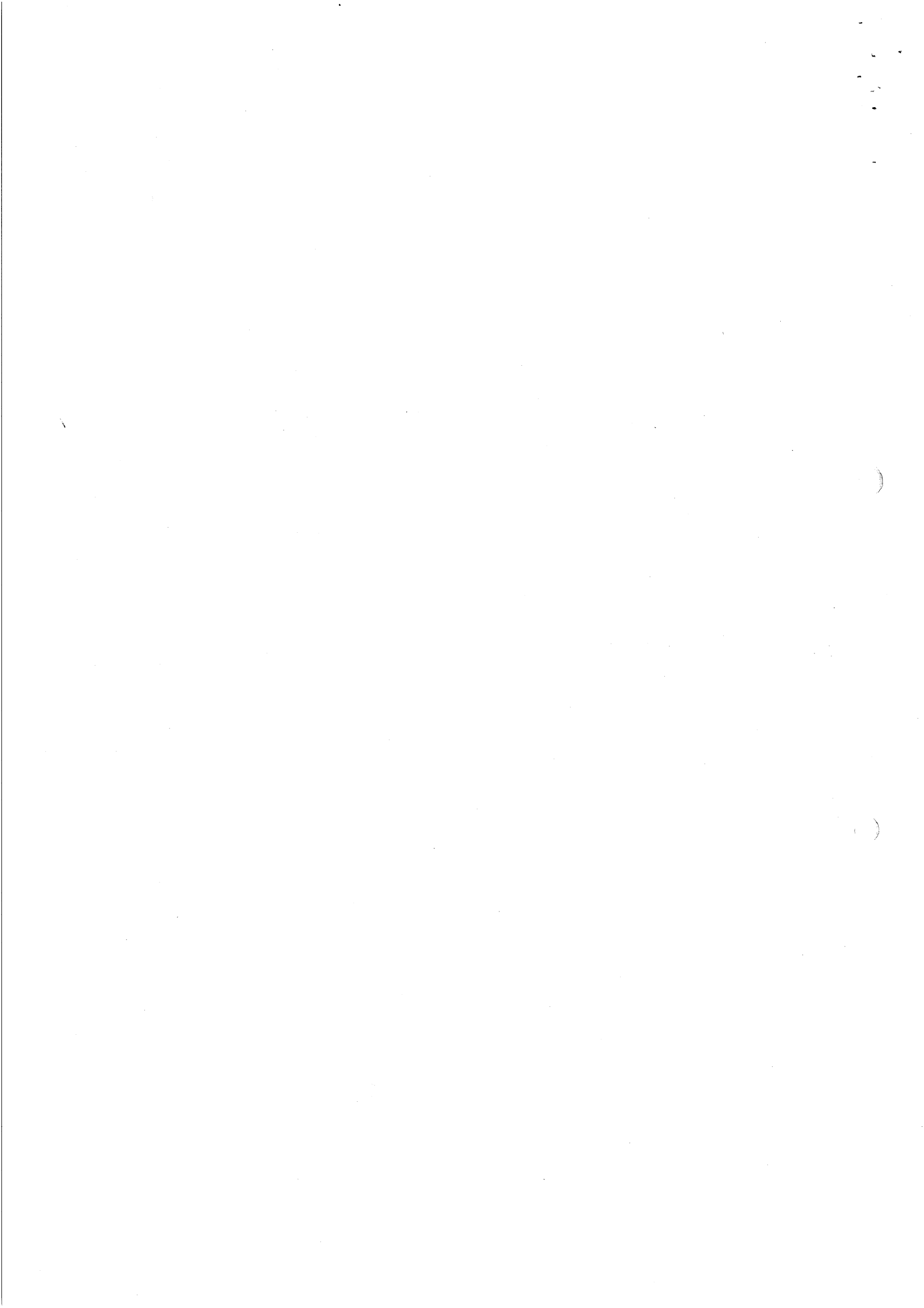




Annexure III-A

Shareholding pattern of Equity Shares of Future Retail Limited (Proposed Transferor 1)		
Category code	Category of Shareholder	Total number of shares
(A)	Shareholding of Promoter and Promoter Group²	
1	Indian	
(a)	Bodies Corporate	104298089
	Sub Total(A)(1)	104298089
2	Foreign	0
	Sub Total(A)(2)	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	104298089
(B)	Public shareholding	
1	Institutions	
(a)	Mutual Funds/ UTI	877227
(b)	Financial Institutions / Banks	8029569
(c)	Venture Capital Funds	926663
(d)	Insurance Companies	199500
(e)	Foreign Institutional Investors	48376092
	Sub-Total (B)(1)	58409051
B 2	Non-institutions	
(a)	Bodies Corporate	27362816
(b)	Individuals	
I	Individual shareholders holding nominal share capital up to Rs. 1 lakh	12114829
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	11856550
(c)	Qualified Foreign Investors	0
(d)	Any Other (specify)	
(d-i)	Clearing Member	1261355
(d-ii)	Non Resident Indians	204843
(d-iii)	Directors & their Relatives (Independent Directors)	10000
(d-iv)	Trust	353500
	Sub-Total (B)(2)	53163893
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	111572944
	GRAND TOTAL (A)+(B)	215871033

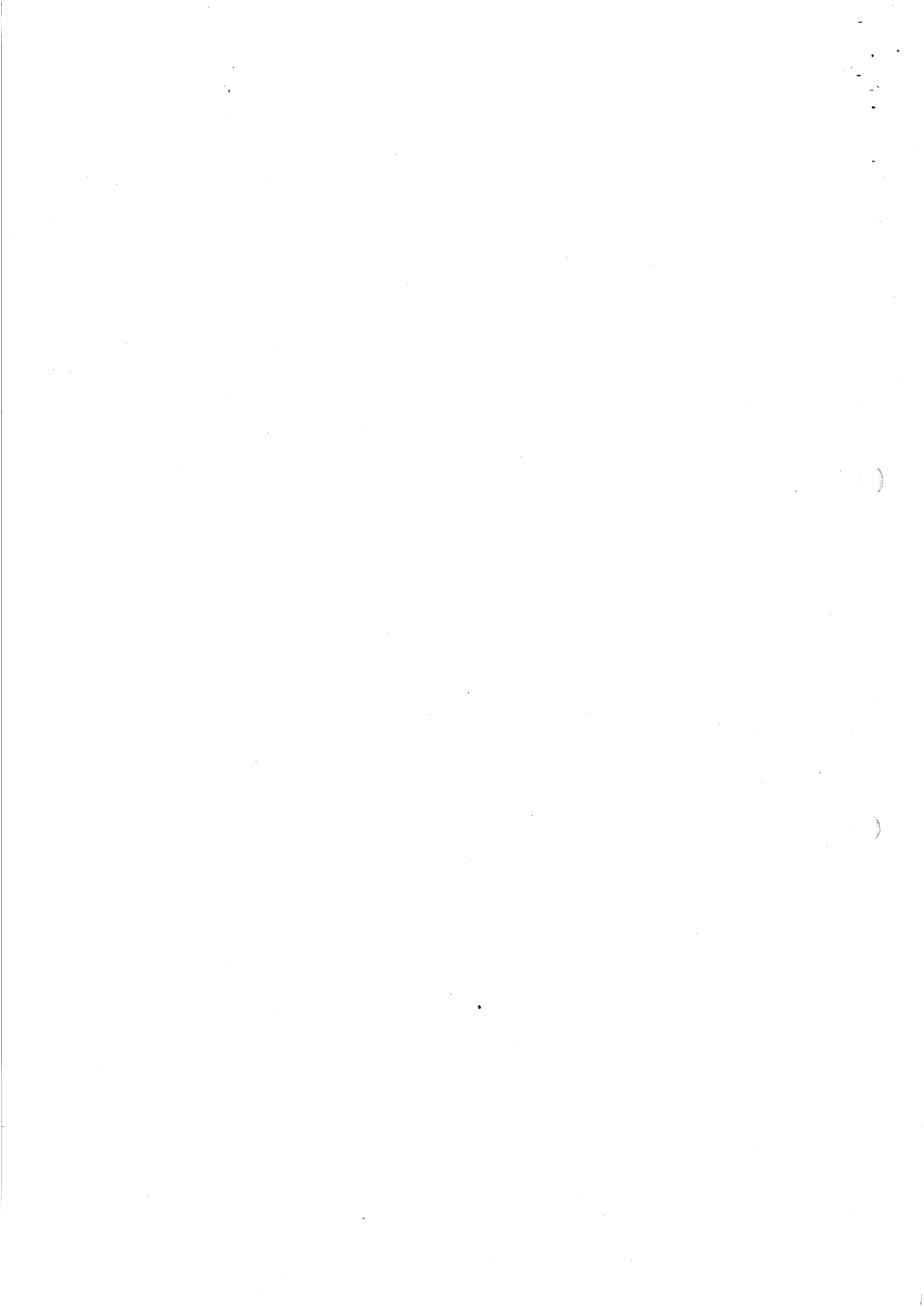




Annexure III-B

Shareholding pattern of Class B (Series 1) shares of Future Retail Limited (Proposed Transferor 1)		
	Category of Shareholder	Total number of shares
(A)	Shareholding of Promoter and Promoter Group	
1	Indian	
(a)	Individuals/ Hindu Undivided Family	41544
(b)	Bodies Corporate	8528879
	Sub Total(A)(1)	8570423
2	Foreign	0
	Sub Total(A)(2)	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	8570423
(B)	Public shareholding	
1	Institutions	
(a)	Mutual Funds/ UTI	50
(b)	Financial Institutions / Banks	166342
(c)	Insurance Companies	36631
(d)	Foreign Institutional Investors	130381
	Sub-Total (B)(1)	333404
B 2	Non-institutions	
(a)	Bodies Corporate	2614529
(b)	Individuals	
I	Individual shareholders holding nominal share capital up to Rs. 1 lakh	1701913
II	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2653485
(c)	Qualified Foreign Investor	0
(d-i)	Clearing Member	40838
(d-ii)	Non Resident Indians	13560
(d-iii)	Directors & their Relatives (Independent Directors)	1000
	Sub-Total (B)(2)	7025325
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	7358729
	GRAND TOTAL (A)+(B)	15929152





HIGH COURT, BOMBAY

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IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 244 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 105 OF 2013
INDUS-LEAGUE CLOTHING LIMITED
..... Petitioner / Demerged Company No. 1

AND

COMPANY SCHEME PETITION NO 215 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 106 OF 2013
LEE COOPER (INDIA) LIMITED

..... Petitioner / Transferor Company No. 1

AND

COMPANY SCHEME PETITION NO 245 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 107 OF 2013
FUTURE VENTURES INDIA LIMITED

..... Petitioner / Resulting Company 1 /
Transferee Company / Demerged Company 3

AND

COMPANY SCHEME PETITION NO 246 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 108 OF 2013

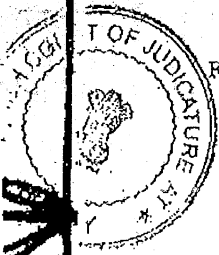
PANTALON RETAIL (INDIA) LIMITED

(now known as "Future Retail Limited")

..... Petitioner / Demerged Company 2

AND

COMPANY SCHEME PETITION NO 247 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 109 OF 2013
FUTURE LIFESTYLE FASHIONS LIMITED



HIGH COURT, BOMBAY

0227781

2

..... Petitioner / Resulting Company 2

ALONGWITH

COMPANY APPLICATION NO 134 OF 2013

IN

COMPANY SCHEME PETITION NO. 244 OF 2013

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 105 OF 2013

INDUS-LEAGUE CLOTHING LIMITED

..... Applicant Company

AND

COMPANY APPLICATION NO 135 OF 2013

IN

COMPANY SCHEME PETITION NO. 215 OF 2013

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 106 OF 2013

LEE COOPER (INDIA) LIMITED

..... Applicant Company

AND

COMPANY APPLICATION NO 136 OF 2013

IN

COMPANY SCHEME PETITION NO. 245 OF 2013

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 107 OF 2013

FUTURE VENTURES INDIA LIMITED

..... Applicant Company

AND

COMPANY APPLICATION NO 137 OF 2013

IN

COMPANY SCHEME PETITION NO. 246 OF 2013

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 108 OF 2013

PANTALOON RETAIL (INDIA) LIMITED



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HIGH COURT, BOMBAY

0227780

(now known as "Future Retail Limited")

..... Applicant Company

AND

COMPANY APPLICATION NO 138 OF 2013

IN

COMPANY SCHEME PETITION NO. 247 OF 2013

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO 109 OF 2013

FUTURE LIFESTYLE FASHIONS LIMITED

..... Applicant Company

In the matter of the Companies Act, 1956
(1 of 1956);

AND

In the matter of Sections 391 to 394 read
with Section 78 and Sections 100 to 103
of the Companies Act, 1956;

AND

In the matter of Composite Scheme of
Arrangement and Amalgamation
Between

Indus-League Clothing Limited ("ILCL" or
"the Demerged Company No. 1")

and

Lee Cooper (India) Limited ("Lee" or "the
Transferor Company No. 1")

and

Future Ventures India Limited ("FVIL" or
"the Resulting Company 1/ Transferee
Company/ Demerged Company 3")

and

Pantaloon Retail (India) Limited ("PRII" or
"the Demerged Company 2") (now known
as "Future Retail Limited")

and

Future Lifestyle Fashions Limited ("FLFL"
or "the Resulting Company 2")

and

their respective shareholders and
creditors.



HIGH COURT, BOMBAY

0227779

4

Called for Hearing

Mr. Rajesh Shah with Mr. Chandrakant Mhadeshwar i/b Rajesh Shah & Co., Advocates for the Petitioners in all the Petitions.

Mrs. R.N. Sutar Asst. Official Liquidator present in the Company Scheme Petition No 215 of 2013.

Mr. M.S. Bharadwaj i/b Mr. H.P. Chaturvedi for Regional Director in both the Company Scheme Petitions.

CORAM: Ranjit More, J.

DATE: 10th May, 2013

1. Heard counsel for the parties. No objector has come before the court to oppose the Scheme and nor any party has contravened any averments made in the Petition.
2. The sanction of the Court is sought under Sections 391 to 394 read with Sections 78, 100 to 103 of the Companies Act, 1956, to the Composite Scheme of Arrangement and Amalgamation between Indus-League Clothing Limited and Lee Cooper (India) Limited and Future Ventures India Limited and Pantaloon Retail (India) Limited (now known as "Future Retail Limited") and Future Lifestyle Fashions Limited and their respective shareholders and creditors.
3. The Counsel for the Petitioners submits that all the Petitioner Companies have taken out their respective Applications being Company Application Nos. 134 of 2013, 135 of 2013, 136 of 2013, 137 of 2013 and 138 of 2013 seeking amendments in the Scheme and their respective Company Scheme Petitions with respect to the name of "PANTALOOON RETAIL (INDIA) LIMITED" to be changed and amended to "FUTURE RETAIL LIMITED" and the abbreviation "PRIL" to be changed and amended to "FRL" and consequential changes. All the Company Applications which are taken up along with the respective Company Scheme Petitions, are made absolute



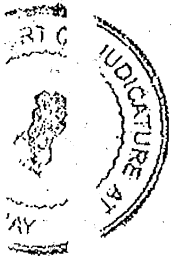
HIGH COURT, BOMBAY

0227778

5

in terms of prayer clause (a) of the respective Company Applications. Amendment to be carried out within four weeks from the date of the Order.

4. Learned Counsel for the Petitioners states that the Petitioner in Company Scheme Petition No. 244 of 2013 is engaged in the business of designing, manufacturing, retailing ready-made garments and accessories, Petitioner in Company Scheme Petition No. 215 of 2013 is engaged in the business of manufacturing and retailing of lifestyle products, including denims, trousers, jackets, shirts and shoes under the "Lee Cooper" brand, Petitioner in Company Scheme Petition No. 245 of 2013 is engaged in the business of creating, building, investing or acquiring, and operating innovative & emerging businesses in consumption-led sectors, Petitioner in Company Scheme Petition No. 246 of 2013 is engaged in the business of organised retail through its various business formats, and Petition No. 247 of 2013 is engaged in the business of fashion. The rationale for the Scheme is consolidation of business of the Demerged Company No. 1 and the Transferor Company No. 1 into the Resulting Company 1 to reduce the administrative cost and achieve operational and management efficiency. Further, the transfer and vesting of the fashion business of the Demerged Company 2 and the Resulting Company 1 in the Resulting Company 2 pursuant to this Scheme is with a view to adopting the best management practices, establishing highest operational standards and also to unlock the economic value of the fashion business. The Petitioner Companies approved the said Scheme by passing the Board Resolution which is annexed to the respective Company Scheme Petitions.
5. The learned counsel for the Petitioner in Company Scheme Petition No. 244 of 2013, states that the Scheme includes reduction of the Share Capital by utilizing Securities Premium Account, which shall be effected as an integral part of the Scheme and that the same



HIGH COURT, BOMBAY

0227777

6

does not involve either diminution of liability in respect of unpaid share capital and that it also does not involve compromise or arrangement with any creditors of the Petitioner Company and the procedure prescribed under section 101 (2) of the Companies Act, 1956 has been dispensed with as per order dated 1st February, 2013 passed in CSD No. 105 of 2013. However as per undertaking given by the Petitioner Company, Special Resolution dated 4th March, 2013 is annexed being Exhibit 'D' to the Petition and averment made in paragraph 13 of the Petition.

6. The learned counsel for the Petitioner in Company Scheme Petition No. 245 of 2013, states that the Scheme includes reduction of the Share Capital which shall be effected as an integral part of the Scheme and that the same does not involve either diminution of liability in respect of unpaid share capital and that it also does not involve compromise or arrangement with any creditors of the Petitioner Company and the procedure prescribed under section 101 (2) of the Companies Act, 1956 has been dispensed with as per order dated 1st February, 2013 passed in CSD No. 107 of 2013. However as per undertaking given by the Petitioner Company, Special Resolution dated 4th March, 2013 is annexed being Exhibit 'J' to the Petition and averment made in paragraph 14 of the Petition.
7. The learned Advocate for the Petitioners further states that, Petitioner companies have complied with all the directions passed in Company Summons for Direction and that the Company Scheme Petition have been filed in consonance with the orders passed in respective Summons for Direction.
8. The learned counsel appearing on behalf of the Petitioner Companies has stated that the Petitioner Companies have complied with all requirements as per directions of this Court and they have filed necessary affidavits of compliance in the Court.



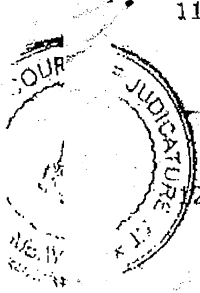
HIGH COURT, BOMBAY

0227776

7

Moreover, Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 and the Rules made there under. The said undertaking is accepted.

9. The Regional Director has filed an Affidavit dated 9th May, 2013 stating that the scheme is not prejudicial to the interest of shareholders and public.
10. The Official Liquidator has filed his report dated 2nd May, 2013 in the Company Scheme Petition No 215 of 2013 stating therein that the affairs of the Petitioner Company have been conducted in a proper manner and that the Petitioner Company may be ordered to be dissolved by this Court.
11. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. None of the parties concerned has come forward to oppose the Scheme.
12. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition Nos. 244 of 2013, 215 of 2013 and 245 of 2013 are made absolute in terms of prayer clauses (a) to (d); and the Company Scheme Petition Nos. 246 of 2013 and 247 of 2013 is made absolute in terms of prayer clauses (a) to (c).
13. The Petitioner Companies to lodge a copy of this order and the Scheme, duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of the Order.
14. Petitioner Companies is directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form 21 in addition to physical copy as per relevant provisions of the act.



HIGH COURT, BOMBAY

0227775

8

15. The Petitioner Companies in all the Company Scheme Petitions to pay costs of Rs.10,000/- to the Regional Director, Western Region, Mumbai and Petitioner Company in Company Scheme Petition No 215 of 2013 to pay cost of Rs. 10,000/- to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from the date of the order.
16. Filing and issuance of the drawn up order is dispensed with.
17. All concerned authorities to act on a copy of this order along with Scheme and Form of Minutes duly authenticated by the Company Registrar, High Court (O. S.), Bombay.

(Ranjit More, J)

JRT

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Section Officer
High Court, Appellate Side
Bombay

14/5/2013

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23/05/2013
M/s. K. M. RANE
COMPANY REGISTRAR
HIGH COURT (O.S.)
BOMBAY

Annexure V

Shareholding pattern of Target Company Future Lifestyle Fashions Limited (Post inter-se Transfer)		
	Category of shareholder	Total number of shares
(A)	Shareholding of Promoter and Promoter Group	
-1	Indian	
(a)	Individuals/ Hindu Undivided Family / Nominee of Promoter	38933
(b)	Bodies Corporate	
	Future Retail Limited	0
	Future Corporate Resources Limited	29118117
	PIL Industries Limited	10964652
	Ryka Commercial Vetures Private Limited	4229319
	PIL Industries Limited & Ryka Commercial Ventures Private Limited (Note 1)	31000000
	Other Promoters (Bodies Corporate)	13306550
	Sub-Total (A)(1)	88657571
-2	Foreign	0
	Sub-Total (A)(2)	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	88657571
(B)	Public shareholding	
-1	Institutions	
(a)	Mutual Funds/ UTI	1021108
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	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	7631437
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	7179943
(c)	Any Other	0
	1. N R I	232995
	2. DIRECTORS & RELATIVES	135821
	3. CLEARING MEMBER	731495
	4. TRUST	2414756
	Sub-Total (B)(2)	41152436
	Total Public Shareholding (B)= (B)(1)+(B)(2)	81608387
	GRAND TOTAL (A)+(B)	170265958

Note 1 : The post transfer is shown together to transferees, as exact number to be transferred to each entity would be decided later.



218