

To,
 The General Manager,
 Department of Corporate Services
 BSE Limited
 P. J. Towers, Dalal Street,
 Mumbai - 400001.

BSE scrip code: Equity: 536507, Debt: 957150

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement and Amalgamation between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company" / "FLFL") and their respective shareholders ("The Composite Scheme of Arrangement"/ Scheme"), pursuant to Sections 230 to 232 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

It is hereby certified that the draft Composite Scheme of Arrangement and Amalgamation involving Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company" / "FLFL") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied since the scheme does not violate, override or limit the provisions of securities law or requirements of the Stock Exchanges.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied. The documents have been submitted vide our application dated 02 December 2021 with BSE and NSE.

(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	The Company shall include the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, in the explanatory statement or notice.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	There is no change in the shareholding pattern of the listed entity / resultant company. Hence, the valuation report by independent Chartered Accountant is not required.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied, the Auditor Certificate issued by the Statutory Auditor of the Transferee Company shall be submitted along with the application of the Transferee Company.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Company shall provide e-voting facility to all its shareholders for voting on the Scheme.


Company Secretary


Managing Director

Certified that the transactions / accounting treatment provided in the draft Composite Scheme of Arrangement and Amalgamation between Future Trendz Limited ("Transferor Company 1"/ "FTL"), Future Specialty Retail Limited ("Transferor Company 2"/ "FSRL") and Future Lifestyle Fashions Limited ("Transferee Company" / "FLFL") and their respective shareholders ("The Composite Scheme of Arrangement"/ Scheme), pursuant to Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 are in compliance with all the Accounting Standards applicable to a listed entity.


Chief Financial Officer


Managing Director

Date: 22 December 2021
 Place: Mumbai