



17th November, 2016

To
The Manager,
Listing Department,
National Stock Exchange of India Limit
 Exchange Plaza, C-1, G Block,
 Bandra-Kurla Complex, Bandra (East),
 Mumbai - 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (Listing Regulation) for the Composite Scheme of Arrangement among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors proposed to be filed under sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (as may be applicable)

Ref: Stock Code: HERITGFOOD

Please find enclosed the following documents:

Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable	Page No's
1	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc	Yes Annexure-A	01 - 37
2	Valuation Report as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes Annexure-B	38 - 51
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report.	Yes Annexure-C	52 - 52
4	Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company	Yes Annexure-D	53 - 56
5	Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies.	Yes Annexure-E	57 - 83
6	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I	Yes Annexure-F	84 - 86
7	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes Annexure-G	87 - 88
8	Corporate Governance Report as per Regulation 27 (2) (a) of the SEBI (LODR) Regulations, 2015	Yes Annexure-H	89 - 92
9	Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure II	Yes Annexure-I	93 - 93
10	Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015) is not applicable: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 9 (a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Annexure-J	94 - 95
		Annexure-K	96 - 99



HERITAGE FOODS LIMITED
 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
 AN ISO: 22000 CERTIFIED COMPANY





Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable	Page No's
11	Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary for Networth (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working) of the Company pre and post Scheme under Sections 101, 391 and 394 of the Companies Act, 1956.	Yes Annexure-L	100 – 105
12	In case of scheme of demerger of a listed company a Certificate from Statutory Auditors / Practising Chartered Accountants / Practicing Company Secretary certifying Percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the company.	Yes Annexure-M	106 – 106
13	Board resolution approving the scheme of arrangement.	Yes Annexure-K	96 – 99
14	Confirmation from the Company regarding the following:		
a)	Undertaking in accordance with Regulation 11 of the SEBI (LODR) Regulations, 2015 i.e. scheme of arrangement /amalgamation /merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).	Yes Annexure-N	107 – 107
b)	Rational behind the scheme of arrangement.	Yes Annexure-O	108 – 112
c)	Brief details about the business of the Companies.		
15	Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents)	http://heritagefoods.in/draft.html	
16	Complaints Report as per Para 1(A)(6) of Annexure-II of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Will submit within 7 days of expiry of 21 days from the date of uploading Draft scheme	--
17	Processing Fees of Rs. 2 Lac plus applicable service tax. (Non-Refundable)	ICICI Bank Cheque No:322306 Dt:15/11/16 for Rs.2,30,000/- in favour of National Stock Exchange of India Limited	Enclosed Separately

We hope you may find the above mentioned documents in order and give your approval to the draft scheme and issue "No Objection Certificate" as per the provisions of the Listing Regulation and SEBI Circular.

Thanking you,

For **HERITAGE FOODS LIMITED**


UMAKANTA BARIK
Company Secretary
M No: FCS-6317

Place: Hyderabad
Encl: a/a



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



COMPOSITE SCHEME OF ARRANGEMENT

UNDER SECTIONS 391 TO 394 AND SECTIONS 100 to 103 OF THE COMPANIES ACT, 1956 AND
SECTION 52 OF THE COMPANIES ACT, 2013

AMONG

HERITAGE FOODS LIMITED ("Transferor Company" or "HFL")

AND

HERITAGE FOODS RETAIL LIMITED ("Transferee Company" or "Demerged Company" or
"HFRL")

AND

FUTURE RETAIL LIMITED ("Resulting Company" or "FRL")

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

This Composite Scheme of Arrangement is presented pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (as may be applicable) to reorganize the business of Heritage Foods Limited (hereinafter referred to as the "**Transferor Company**" or "**HFL**") by way of Slump Sale (as hereinafter defined) of the Retail Undertaking (as hereinafter defined) and the VetCa Undertaking (as hereinafter defined) to Heritage Foods Retail Limited ("**Transferee Company**" or "**Demerged Company**" or "**HFRL**") and demerger of the Retail Undertaking by the Demerged Company to Future Retail Limited ("**Resulting Company**" or "**FRL**").

A. Description of Companies:(a) Heritage Foods Limited ("Transferor Company" or "HFL")

- i. HFL is a public limited company incorporated under the Companies Act, 1956 (CIN: L15209TG1992PLC014332) and having its registered office at #6-3-541 / C, Punjagutta, Hyderabad - 500082.
- ii. The equity shares of HFL are listed on the BSE Limited (Stock Code: 519552) and the National Stock Exchange (Stock Code: HERITGFOOD).
- iii. HFL, formerly known as Heritage Foods (India) Limited, is a company which has 6 (six) key business verticals:



- a. Dairy business vertical – HFL produces, sources and markets a complete range of dairy products including fresh milk, curd, buttermilk, ice creams and other value added products across various States in India.
- b. Retail business vertical – HFL is engaged in the grocery and food retail business, undertaken from its dedicated retail stores.
- c. Agri business vertical – HFL is engaged in the business of sourcing, processing and marketing fresh fruits and vegetables. This business vertical acts as the supply chain arm for the Retail Undertaking vertical while also supplying the products to other retail chains and stores.
- d. Bakery business vertical – HFL is engaged in the business of manufacturing and supplying bakery products to other customers, besides HFL retail outlets.
- e. Veterinary care business vertical – HFL supplies cattle feed to dairy farmers and general traders and maize to poultries and distilleries.
- f. Renewable energy business vertical – HFL is engaged in the production of solar energy (2.34 MW) and wind energy (4.2 MW) for captive consumption.

The Retail Undertaking (as hereinafter defined) comprises the retail business vertical, the agri business vertical, and the bakery business vertical. The VetCa Undertaking (as hereinafter defined) comprises the veterinary care business vertical.

(b) Heritage Foods Retail Limited (“Transferee Company” or “Demerged Company” or “HFRL”)

HFRL is a public limited company incorporated under the Companies Act, 1956 (CIN: U15400TG2008PLC062054) and having its registered office at #6-3-541 / C, Punjagutta, Hyderabad – 500082 for undertaking the following activities: trading and dealing in goods and produce, and processing, packaging and selling agri products. HFRL is a wholly owned subsidiary of the Transferor Company.

(c) Future Retail Limited (“Resulting Company” or “FRL”)

- i. FRL is a public limited company incorporated under the Companies Act, 1956 (CIN: U51909MH2007PLC268269) and having its registered office at Knowledge House, Shyam Nagar, Off Jogeshwari – Vikhroli Link Road, Jogeshwari (East), Mumbai - 400060.
- ii. The equity shares of FRL are listed on the BSE Limited (Stock Code: 540064) and the National Stock Exchange (Stock Code: FRETAIL).
- iii. FRL currently operates multiple retail formats in the Indian consumer market under different brand names including: Big Bazaar; FBB; Food Bazaar; Foodhall; Home Town and eZone.



B. Rationale and Purpose of the Scheme of Arrangement:

HFL is inter alia engaged in six different business verticals: the dairy business, the retail business, the agri business, the bakery business, the veterinary care business and the renewable energy business.

The Board of Directors and management of HFL believe and are of the view that risk and reward associated with each of the aforesaid business verticals is different. Further, the reorganization / arrangement will enable HFL to provide greater business attention and focus on the dairy and renewable energy business verticals which have high growth potential, which may result in increasing the profitability while simultaneously attracting strategic partners and lenders for the retail, agri and bakery business verticals of HFL and creating long term value for the various stakeholders. In addition, the veterinary care business vertical, which supplements the agri business vertical, will be restructured into a wholly owned subsidiary to unlock value. Accordingly, the Board of Directors of HFL and HFRL are of the opinion that the Retail Undertaking (comprising the retail business vertical, the agri business vertical and the bakery business vertical) and the VetCa Undertaking (comprising the veterinary care business vertical) should be transferred to a wholly owned subsidiary (HFRL) of HFL. Upon such transfer: (i) HFL would continue to carry on the dairy business, the renewable energy business and other businesses not transferred pursuant to this Scheme; and (ii) the Retail Undertaking (comprising the retail business vertical, the agri business vertical and the bakery business vertical) and the VetCa Undertaking would be transferred to HFRL. Subsequently, the Demerged Undertaking (comprising of the retail business vertical, the agri business vertical and the bakery business vertical) would be demerged from HFRL into FRL; each in terms of this Scheme. This would inter alia help in consolidation of the retail operations of FRL and HFRL in FRL. Upon such demerger, HFRL would continue to carry on the VetCa Undertaking and FRL would continue to carry on retail business transferred to it pursuant to the Scheme.

The Board of Directors of the Transferor Company and the Demerged Company are of the opinion that the arrangement under this Scheme would result in benefit to members, creditors and employees of each of the Transferor Company and the Demerged Company and will not be detrimental to the public. The Board of Directors of the Resulting Company is of the opinion that the demerger under this Scheme would result in expansion of retail business attached with the increase in the value for its members in long run. Further, the proposed arrangement would inter alia achieve the following objectives:

- I. facilitate each business to be effectively integrated for achieving growth for each of the verticals independently;
- II. enhance management focus and operational flexibility;
- III. facilitate investment by strategic players;
- IV. create a platform to enhance financial flexibility to pursue growth;
- V. consolidation of the retail operations of FRL and HFRL;
- VI. unlocking of value; and



- VII. synergies expected to bring in cost savings in the marketing, selling and distribution expenses for FRL.

In view of the aforesaid, the Board of Directors of all the Companies have considered and proposed this Composite Scheme of Arrangement under the provisions of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013 (as may be applicable).

C. Parts of the Scheme:

The Scheme is divided into the following parts:

- A. **PART I** sets out the Definitions, Share Capital and date of taking effect of the Scheme;
- B. **PART II** sets out provisions with respect to Slump Sale of the Retail Undertaking and VetCa Undertaking to the Transferee Company;
- C. **PART III** sets out provisions for transfer and vesting of the Demerged Undertaking (as defined hereinafter) to and in the Resulting Company;
- D. **PART IV** sets out provisions with respect to the reduction of share capital of the Demerged Company through a cancellation of the shares held by its existing shareholders; and
- E. **PART V** sets out the General Terms and Conditions.

PART I

DEFINITIONS, SHARE CAPITAL AND DATE OF TAKING EFFECT

1. DEFINITIONS:

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning:

- 1.1 “**Act**” means the Companies Act, 1956 or, as the case may be, the Companies Act, 2013 (to the extent applicable) and the rules made thereunder and any statutory modification, amendment or re-enactment thereof for the time being in force.
- 1.2 “**Board of Directors**” or “**Board**” shall mean the Board of Directors or any duly authorized committee thereof of HFL, HFRL or FRL, as the case maybe or any other person duly authorized by the Board for the purpose of this Scheme.
- 1.3 “**Companies**” means HFL, HFRL and FRL, collectively and “**Company**” means HFL, HFRL or FRL, as the context may require.
- 1.4 “**Demerged Undertaking**” means the entire undertaking of HFRL pertaining to its Retail Undertaking and includes:



- 1.4.1 All assets (whether moveable or immovable) and liabilities pertaining to the Retail Undertaking, comprising the retail business, agri business and the bakery business, as on Demerger Appointed Date (as hereinafter defined) (after giving effect to Part II of the Scheme);
- 1.4.2 Without prejudice to the generality of the provisions of the sub-Clause 1.4.1 above, the Retail Undertaking of HFRL shall include without limitation the following:
- 1.4.3 All assets (whether moveable or immovable) including freehold land, leasehold land, leasehold premises, office premises, all other assets and properties (whether tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) including, without limitation, interests, loans, deposits, advances (including accrued interest), investments including investments in overseas subsidiaries, receivables, cash on hand, investment in mutual funds, liquid funds, balance with banks (including bank fixed deposits), equipment, plant and machinery and the related assets and agreements, capital work in progress, unbilled revenue, furniture, fixtures, office equipment, appliances, accessories, vehicles, power connections, utilities and other service connections, all customer contracts, forward cover contracts, hedging contracts, receivables, claims, refunds, earnest moneys paid, rights and benefits under any agreements or security arrangements and funds, contingent rights, rights arising under contracts and all other rights, title, interests, privileges and benefits of every kind wherever located (including in the possession of vendors, third parties or elsewhere) and used or held, by the Demerged Company in, or otherwise identified for use in, or relating to, the business activities and operations pertaining to the Retail Undertaking of the Demerged Company;
- 1.4.4 All liabilities and all debts, guarantees, assurances, commitments, obligations, loans, and undertakings of any kind, nature and description whatsoever and howsoever arising, present or future and including, without limitation, borrowings, working capital facilities, advances from customers, unearned revenues, bills payable, interest, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) pertaining to or relatable to the Retail Undertaking of the Demerged Company;

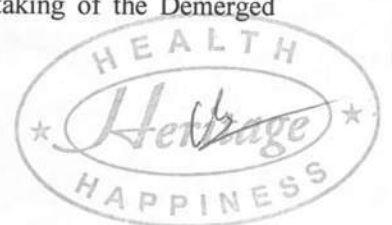
Explanation: For the purpose of this Scheme, it is hereby clarified that the liabilities pertaining to the Retail Undertaking of the Demerged Company shall include:

- (i) liabilities, which accrue or arise out of the activities or operations of the Retail Undertaking of the Demerged Company;
- (ii) specific loans and borrowings raised, incurred and utilized solely for the activities or operations of the Retail Undertaking of the Demerged Company; and
- (iii) liabilities other than those referred to in sub-clauses (i) and (ii) above, so much of the amounts of general corporate nature or multipurpose borrowings, if any, of the Demerged Company as stand in the same proportion which the value of assets transferred in the demerger bears to the total value of assets of such Demerged



Company immediately before the demerger.

- 1.4.5 All contracts, agreements, leases, memoranda of understanding, memoranda of agreements, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature to which the Demerged Company is a party, relating to its Retail Undertaking, or otherwise identified to be for the benefit of the same, approvals, electricity permits, telephone connections, building and parking rights, pending applications for consents or extension pertaining to or relatable to the Retail Undertaking of the Demerged Company;
- 1.4.6 All intellectual properties, labels, brands, trademarks, trade names, service marks, copyrights, patents, designs, software and computer programmes, databases, domain names, including those pending registrations and applications for brands, trademarks, labels, trade names, service marks, copyrights, patents, designs, software and computer programs, databases and domain names, used by the Demerged Company exclusively in the business, activities and operations pertaining to its Retail Undertaking;
- 1.4.7 All permits, licenses, consents, approvals, authorizations, quotas, rights, powers, permissions, arrangements, assignments, sanctions, entitlements, allotments, exemptions, incentives, tax benefits, deferrals, subsidies, concessions, grants, claims, liberties, special status, benefits and privileges enjoyed or conferred upon or held or availed of by the Demerged Company in relation to or pertaining to its Retail Undertaking, registrations, advantages, no-objection certificates, certifications, easements, and any waivers of the foregoing, issued by any legislative, executive or judicial unit of any Governmental or quasi-Governmental entity or any department, commission, board, agency, bureau, official or other regulatory, local (including Municipal), administrative or judicial authority, used or held for use by the Demerged Company in respect of business, activities and operations pertaining to its Retail Undertaking;
- 1.4.8 All tax credits, including cenvat credits, refunds, reimbursements, claims, exemptions, benefits under service tax laws, value added tax (VAT), purchase tax, sales tax or any other duty or tax or cess or imposts under any Central or State law including sales tax deferrals, special economic zone benefits, excise duty benefits, tax deducted at source, right to carry forward and set-off unabsorbed losses, and depreciation, if any and exemptions, deductions, benefits and incentives under the Income-tax Act in respect of business, activities and operations pertaining to the Retail Undertaking of the Demerged Company;
- 1.4.9 All rights, benefits and other interest, whether held in trust or otherwise, contracts, agreements, powers, engagements, arrangements of all kind, privileges and all other rights including title, interests, other benefits (including tax benefits), easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, possession, power or custody of or in the control of or vested in or granted in favour of or enjoyed by the Demerged Company, whether in India or abroad, all pertaining to or relatable to the Retail Undertaking of the Demerged Company;
- 1.4.10 All records, files, papers, manuals, data, sales and advertising materials, lists and other details of customers and suppliers, credit information, pricing information, whether in physical or electronic form, all pertaining to or relatable to the Retail Undertaking of the Demerged



Company;

1.4.11 All such employees including contract employees of the Demerged Company, as are primarily engaged in or in relation to the business activities and operations pertaining to the Retail Undertaking of the Demerged Company, its respective offices, branches, or by its subsidiaries, etc, that are in the employment of the Demerged Company as of the Effective Date, and any other employees/personnel hired by the Transferor Company on and after the Demerger Appointed Date (as hereinafter defined) who are primarily engaged in or in relation to the business, activities and operations pertaining to its Retail Undertaking, that are in the employment of the Demerged Company as of the Effective Date;

Any question that may arise as to whether a specific asset or liability or any other property or employee pertains or does not pertain to the Retail Undertaking of the Demerged Company or whether it arises out of the activities or operations of the Retail Undertaking of the Demerged Company shall be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company.

- 1.5 **“Demerger Appointed Date”** shall mean the close of business on 31 March, 2017.
- 1.6 **“Effective Date”** or **“coming into effect of this Scheme”** or **“upon the Scheme becoming effective”** means the date on which last of the actions set out in Clause 36 are fulfilled.
- 1.7 **“Encumbrances”** shall mean: (a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any Person, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law, (b) proxy, any voting agreement, interest, option, right of first offer, refusal or transfer restriction in favor of any Person, or any other preferential arrangement having a similar effect, of any kind or nature, whether arising by agreement, by statute or otherwise, (c) any adverse claim as to title, possession or use, and (d) a contract to give or refrain from giving any of the foregoing.
- 1.8 **“Governmental Authority”** means any applicable central, state or local government (including Municipality, Municipal Corporation), statutory, legislative, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction, exercising powers conferred by Applicable Law in India.
- 1.9 **“HFL”** or the **“Transferor Company”** means Heritage Foods Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at #6-3-541 / C, Punjagutta, Hyderabad - 500082.
- 1.10 **“HFRL”** or the **“Transferee Company”** or the **“Demerged Company”** means Heritage Foods Retail Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at #6-3-541 / C, Punjagutta, Hyderabad – 500082.
- 1.11 **“High Courts”** means the High Court of Judicature at Hyderabad and the Mumbai High Court and/or, as the case may be, the National Company Law Tribunal.



- 1.12 **"Income-tax Act"** means the Income-tax Act, 1961 and the rules framed thereunder, including any statutory modification, re-enactment or amendment thereto, for the time being in force.
- 1.13 **"Permitted Encumbrances"** shall mean the list of litigation pending in respect of the Retail Undertaking and Demerged Undertaking, more specifically set out in **Schedule I**.
- 1.14 **"Person"** shall mean any individual, entity, joint venture, company (including a limited liability company), corporation, partnership (whether limited or unlimited), proprietorship, trust or other enterprise (whether incorporated or not), Hindu undivided family, union, association of persons, government (central, state or otherwise), or any agency, department, authority or political subdivision thereof, and shall include their respective successors and in case of an individual shall include his/her legal representatives, administrators, executors and heirs and in case of a trust shall include the trustee or the trustees and the beneficiary or beneficiaries from time to time;
- 1.15 **"Record Date"** shall mean the date to be fixed by the Board of Directors of the Demerged Company or a committee thereof in consultation with the Board of Directors of the Resulting Company or a committee thereof for the purpose of determining the members of the Demerged Company to whom shares of the Resulting Company will be allotted pursuant to Part III of this Scheme in terms of Clause 26.1.1.
- 1.16 **"Remaining Undertaking of the Demerged Company"** means all the undertakings, business, activities and operations, including all the assets and liabilities of the Demerged Company (including but not limited to the VetCa Undertaking), excluding the Demerged Undertaking.
- 1.17 **"Remaining Business of the Transferor Company"** means all the undertakings, business, activities and operations, including all the assets and liabilities, of the Transferor Company, excluding the Retail Undertaking and the VetCa Undertaking. It is clarified that the dairy business and the renewable energy business, along with all their assets and liabilities, shall form part of the Remaining Business of the Transferor Company.
- 1.18 **"Retail Undertaking"** means the entire undertaking, business, activities and operations of Transferor Company, pertaining to: (i) grocery and food retail business, undertaken from its dedicated retail stores; (ii) sourcing, processing and marketing fresh fruits and vegetables; and (iii) manufacturing and supplying bakery products to the retail outlets of HFL and other customers, and which shall include:
- 1.18.1 All assets (whether moveable or immoveable), wherever situated, whether leasehold or freehold, including land, building, plant and machinery, installations, equipments, capital works-in-progress, vehicles, furniture, fixtures, appliances, accessories, stocks, inventory, receivables, cash on hand, balance with banks (including bank fixed deposits), advances paid to any persons, loans, advances and deposits, of the Transferor Company with respect to the Retail Undertaking, along with all rights, title, liability and interest in connection therewith.
- 1.18.2 All trade liabilities, obligations and debts, accruing or arising out of the business, activities or operations of the Retail Undertaking of the Transferor Company; whether secured or unsecured, present or future, raised or incurred, including obligations of every kind, nature and description whatsoever and howsoever arising or accruing, guarantees, advances from customers, bills payable and interest, in relation to the Retail Undertaking of the Transferor



Company.

Further, it is clarified that apart from the abovementioned liabilities of the Transferor Company pertaining to the Retail Undertaking, any other liabilities of the Transferor Company shall not be allocated towards the Retail Undertaking of the Transferor Company.

- 1.18.3 All contracts, agreements, leases, memoranda of understanding, memoranda of agreements, arrangements, undertakings deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature, whether written or otherwise, relating to the Retail Undertaking of the Transferor Company, along with all rights, title, liability and interest in connection therewith.
- 1.18.4 All trademarks, trade names, service marks, copyrights, patents, designs, databases, whether registered or not, used by the Transferor Company exclusively in the business, activities and operations of the Retail Undertaking.
- 1.18.5 All permits, licenses, registrations, certificates, consents, approvals, authorizations, no-objection certificates, quotas, rights (including rights under any agreement, contracts, applications, letter of intent or any other contract), subsidies, grants, exemptions, tax benefits, tax credits, refunds, quality certifications and approvals, product registrations, industrial and other licences, granted by any authority including from central government, state government, local authority, customs, central excise, income tax, service tax, sales tax, value added tax, Reserve Bank of India, department of Weights & Measures, Food Safety & Standards Authority of India, of the Transferor Company in relation to the Retail Undertaking, registrations.
- 1.18.6 All records, files, papers, manuals, data, sales and advertising materials, lists and other details of customers and suppliers, credit information, pricing information, whether in physical or electronic form, all pertaining to or relating to the Retail Undertaking of the Transferor Company;
- 1.18.7 All employees, staff and workers of the Transferor Company, as are primarily engaged in the Retail Undertaking.

Any question that may arise as to whether a specific asset or liability or any other property or employee pertains or does not pertain to the Retail Undertaking of the Transferor Company or whether it arises out of the activities or operations of the Retail Undertaking of the Transferor Company shall be decided by mutual agreement between the Board of the Transferor Company and the Transferee Company but with the written consent of the Resulting Company.

- 1.19 **“Scheme of Arrangement”** or **“Scheme”** means this Composite Scheme of Arrangement as submitted in the present form to the High Courts, with any modification(s) approved or imposed or directed by the High Courts or made pursuant to Clause 34 of this Scheme.
- 1.20 **“SEBI”** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.21 **“SEBI Circular”** means Circular number CIR/CFD/CMD/16/2015 dated November 30, 2015 issued



by the SEBI including any amendment thereof;

- 1.22 **“SEBI LODR Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 1.23 **“Slump Sale Appointed Date”** shall mean the commencement of business on November 1, 2016;
- 1.24 **“Slump Sale”** means sale of an undertaking on a going concern basis as defined under Section 2(42C) of the Income Tax Act, for a lump sum consideration without values being assigned to individual assets and liabilities;
- 1.25 **“Stock Exchanges”** means BSE Limited and the National Stock Exchange of India Limited;
- 1.26 **“VetCa Undertaking”** means the entire undertaking of HFL pertaining to its VetCa Undertaking and includes:
- 1.26.1 All assets (whether moveable or immovable) including freehold land, office premises, all other assets and properties (whether tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) including, without limitation, interests, loans, deposits, advances (including accrued interest), investments including investments in overseas subsidiaries, receivables, cash on hand, investment in mutual funds, liquid funds, balance with banks (including bank fixed deposits), equipment, plant and machinery and the related assets and agreements, capital work in progress, unbilled revenue, furniture, fixtures, office equipment, appliances, accessories, vehicles, power connections, utilities and other service connections, all customer contracts, forward cover contracts, hedging contracts, receivables, claims, refunds, earnest moneys paid, rights and benefits under any agreements or security arrangements and funds, contingent rights, rights arising under contracts and all other rights, title, interests, privileges and benefits of every kind wherever located (including in the possession of vendors, third parties or elsewhere) and used or held, by the Transferor Company in, or otherwise identified for use in, or relating to, the business activities and operations pertaining to the VetCa Undertaking of the Transferor Company;
- 1.26.2 All liabilities and all debts, guarantees, assurances, commitments, obligations, loans, and undertakings of any kind, nature and description whatsoever and howsoever arising, present or future and including, without limitation, borrowings, working capital facilities, advances from customers, unearned revenues, bills payable, interest, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability) pertaining to the VetCa Undertaking of the Transferor Company;

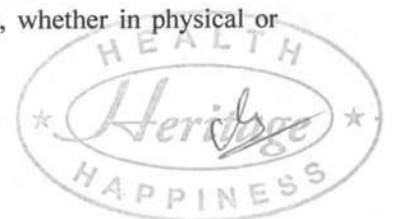
Explanation: For the purpose of this Scheme, it is hereby clarified that the liabilities pertaining to the VetCa Undertaking of the Transferor Company shall include:

- (i) liabilities, which accrue or arise out of the activities or operations of the VetCa Undertaking of the Transferor Company; and



- (ii) specific loans and borrowings raised, incurred and utilized for the activities or operations of the VetCa Undertaking of the Transferor Company.

- 1.26.3 All contracts, agreements, leases, memoranda of understanding, memoranda of agreements, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature to which the Transferor Company is a party, relating to its VetCa Undertaking, or otherwise identified to be for the benefit of the same, approvals, electricity permits, telephone connections, building and parking rights, pending applications for consents or extension pertaining to the VetCa Undertaking of the Transferor Company;
- 1.26.4 All intellectual properties, labels, brands, trademarks, trade names, service marks, copyrights, patents, designs, software and computer programmes, databases, domain names, including those pending registrations and applications for brands, trademarks, labels, trade names, service marks, copyrights, patents, designs, software and computer programs, databases and domain names, used by the Transferor Company or held for use by the Transferor Company exclusively in the business, activities and operations of the VetCa Undertaking;
- 1.26.5 All permits, licenses, consents, approvals, authorizations, quotas, rights, powers, permissions, arrangements, assignments, sanctions, entitlements, allotments, exemptions, incentives, tax benefits, deferrals, subsidies, concessions, grants, claims, liberties, special status, benefits and privileges enjoyed or conferred upon or held or availed of by the Transferor Company in relation to or pertaining to its VetCa Undertaking, registrations, advantages, no-objection certificates, certifications, easements, and any waivers of the foregoing, issued by any legislative, executive or judicial unit of any Governmental or quasi-Governmental entity or any department, commission, board, agency, bureau, official or other regulatory, local (including Municipal), administrative or judicial authority, used or held for use by the Transferor Company in respect of business, activities and operations pertaining to its VetCa Undertaking;
- 1.26.6 All tax credits, including cenvat credits, refunds, reimbursements, claims, exemptions, benefits under service tax laws, value added tax (VAT), purchase tax, sales tax or any other duty or tax or cess or imposts under any Central or State law including sales tax deferrals, special economic zone benefits, excise duty benefits, tax deducted at source, right to carry forward and set-off unabsorbed losses, and depreciation, if any and exemptions, deductions, benefits and incentives under the Income-tax Act in respect of business, activities and operations pertaining to the VetCa Undertaking of the Transferor Company;
- 1.26.7 All rights, benefits and other interest, whether held in trust or otherwise, contracts, agreements, powers, engagements, arrangements of all kind, privileges and all other rights including title, interests, other benefits (including tax benefits), easements, privileges, liberties and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, possession, power or custody of or in the control of or vested in or granted in favour of or enjoyed by the Transferor Company, whether in India or abroad, all pertaining to the VetCa Undertaking of the Transferor Company;
- 1.26.8 All records, files, papers, manuals, data, sales and advertising materials, lists and other details of customers and suppliers, credit information, pricing information, whether in physical or



electronic form, all pertaining to the VetCa Undertaking of the Transferor Company;

- 1.26.9 All such employees including contract employees of the Transferor Company, as are primarily engaged in or in relation to the business activities and operations pertaining to the VetCa Undertaking of the Transferor Company its respective offices, branches, or by its subsidiaries, etc, and any other employees/personnel hired by the Transferor Company on and after the date hereof who are primarily engaged in or in relation to the business, activities and operations pertaining to its VetCa Undertaking;

Any question that may arise as to whether a specific asset or liability or any other property or employee pertains or does not pertain to the VetCa Undertaking of the Transferor Company or whether it arises out of the activities or operations of the VetCa Undertaking of the Transferor Company shall be decided by mutual agreement between the Board of Directors of the Transferor Company and the Transferee Company.

- 1.27 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-tax Act, the Securities Contracts Regulation Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.
- 1.28 References to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme.
- 1.29 The headings herein shall not affect the construction of this Scheme.

2. SHARE CAPITAL

2.1 HFL:

The authorised share capital and the issued, subscribed and fully paid-up share capital of HFL, as on September 30, 2016, was as follows:

Particulars	INR
<u>Authorised Share Capital</u>	50,00,00,000
4,80,00,000 equity shares of INR 10 each	48,00,00,000
20,00,000 preference shares of INR 10 each	2,00,00,000
Total	50,00,00,000
<u>Issued, Subscribed & Fully Paid-up Share Capital</u>	
2,31,99,000 equity shares of INR 10 each	23,19,90,000
Total	23,19,90,000

The shares of HFL are currently listed on the Stock Exchange.



2.2 HFRL:

The authorised share capital and the issued, subscribed and fully paid-up share capital of HFRL, as on September 30, 2016, was as follows:

Particulars	INR
<u>Authorised Share Capital</u> 1,50,00,000 equity shares of INR 10 each	15,00,00,000
Total	15,00,00,000
<u>Issued, Subscribed & Fully Paid-up Share Capital</u> 1,65,600 equity shares of INR 10 each	16,56,000
Total	16,56,000

The entire paid up share capital of HFRL is held by HFL and its nominees.

2.3 FRL:

The authorised share capital and the issued, subscribed and fully paid-up share capital of FRL, as on September 30, 2016, was as follows:

Particulars	INR
<u>Authorised Share Capital</u> 12,50,00,00,000 Equity Shares of INR 2 each	25,00,00,00,000
Total	25,00,00,00,000
<u>Issued Share Capital</u> 47,14,42,928 Equity Shares of INR 2 each	94,28,85,856
<u>Subscribed and Paid-up Share Capital</u> 47,13,38,557 Equity Shares of INR 2 each	94,26,77,114

The shares of FRL are currently listed on the Stock Exchange.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be operative from the Effective Date, but shall be effective from and be implemented with effect from the Slump Sale Appointed Date and the Demerger Appointed Date, as may be applicable.



PART II

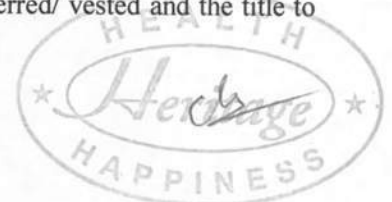
TRANSFER OF THE RETAIL UNDERTAKING AND THE VETCA UNDERTAKING BY WAY OF SLUMP SALE TO HFRL

4. TRANSFER OF THE RETAIL UNDERTAKING AND THE VETCA UNDERTAKING

- 4.1 On the coming into effect of this Scheme and with effect from the Slump Sale Appointed Date, each of the Retail Undertaking and the VetCa Undertaking together with their respective assets, properties, liabilities, rights, benefits and interests therein, subject to existing charges if any, thereon, shall, without any further deed, act, matter or thing, stand transferred to and vested with Transferee Company pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 on a going concern and a 'Slump Sale' basis for lump sum consideration as set out hereinafter in this Part II of the Scheme, free from all Encumbrances and litigations, except the Permitted Encumbrances.
- 4.2 The transfer of each of the Retail Undertaking and the VetCa Undertaking under this Scheme is in compliance with the Income-tax Act, specifically Section 2(42C) and other relevant provisions. If any of the terms of this Scheme are inconsistent with the provisions of Sections 2(42C) of the Income-tax Act, the provisions of Sections 2(42C) of the Income-tax Act shall to the extent of such inconsistency, prevail and the Scheme shall, stand and be deemed to be modified to that extent to comply with the said provisions and such modifications shall not affect the other parts of the Scheme.

5. ASSETS AND LICENCES

- 5.1 Without limiting the generality of Clause 4.1, upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date:
- 5.1.1 All the immovable properties (including land, building and other immovable property) of each of the Retail Undertaking and VetCa Undertaking shall stand transferred to, and be vested in, the Transferee Company, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any deed or instrument of conveyance and shall upon such transfer become the property of the Transferee Company so as to vest in the Transferee Company all the rights, title and interest in such immovable properties. Such immovable property transferred shall be free from all Encumbrances except the Permitted Encumbrances. With effect from the Slump Sale Appointed Date, the Transferee Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges, and fulfill all obligations, in relation to or applicable to such immovable properties.
- 5.1.2 All the assets of each of the Retail Undertaking and the VetCa Undertaking as are movable in nature or are otherwise capable of transfer by endorsement and delivery, shall stand transferred to, and be vested in, the Transferee Company, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any deed or instrument of conveyance and shall upon such transfer become the property of the Transferee Company so as to vest in the Transferee Company all the rights, title and interest in such assets. The transfer or vesting pursuant to this sub-Clause shall be deemed to have occurred by physical delivery or endorsement and delivery, as appropriate to the property being transferred/ vested and the title to



such property shall be deemed to have been transferred and vested accordingly. Such property transferred shall be free from all Encumbrances except the Permitted Encumbrances.

- 5.1.3 All the intellectual property which relate exclusively to the Retail Undertaking and the VetCa Undertaking, shall stand transferred to, and be vested in, the Transferee Company, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any act or deed to be done by the Transferor Company and / or the Transferee Company.
- 5.1.4 All the assets (other than those specified in sub-clauses 5.1.1, 5.1.2 and 5.1.3 above) of each of the Retail Undertaking and the VetCa Undertaking, including sundry debtors, receivables, bills, outstanding loans and advances, bank balances, deposits, etc., the same shall stand transferred to and vested in the Transferee Company, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requirement of any notice or other intimation to any person, to the end and intent that right of the Transferor Company to recover or realize the same stands transferred to the Transferee Company. The Transferee Company shall at its sole and absolute discretion, and without being obliged and if it so deems appropriate, give notice in such form as it may deem fit and proper to each person, debtor or depositee that pursuant to the Scheme sanctioned by the High Courts, the said debt, receivable, bill, loan, advance or deposit stands transferred and vested in the Transferee Company and the same be paid to or made good to or held on account of the Transferee Company
- 5.1.5 All licences, permissions, approvals, consents, certificates, registrations, no-objections, clearances, concessions, exemptions or rights granted to, issued to or executed in favour of the Transferor Company in relation to the Retail Undertaking and/or the VetCa Undertaking, shall, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, stand vested in or transferred to or deemed amended in favour of the Transferee Company as if the same were originally granted to, issued to or executed in favour of the Transferee Company, and shall be appropriately transferred or assigned by the concerned statutory authorities in favour of the Transferee Company upon vesting of the Retail Undertaking and / or the VetCa Undertaking, as the case may be, pursuant to this Scheme. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licences, and consents shall vest in and become available to the Transferee Company pursuant to the Scheme.
- 5.1.6 All the existing Encumbrances, if any, on the assets of the Retail Undertaking and / or the VetCa Undertaking relating to the liabilities of the Retail Undertaking and / or the VetCa Undertaking, shall, after the Slump Sale Appointed Date, continue to relate and attach to only such assets or any part thereof to which they are related or attached. Further, the Encumbrances, if any, on the assets of the Remaining Business of the Transferor Company in relation to the liabilities of the Retail Undertaking and / or the VetCa Undertaking, shall without any further act, instrument or deed be released and discharged from such Encumbrance.
- 5.1.7 All the existing Encumbrances, if any, on the assets of the Retail Undertaking and / or the VetCa Undertaking relating to the liabilities of the Remaining Business of the Transferor Company, shall without any further act, instrument or deed be released and discharged from such Encumbrance.
- 5.1.8 The Transferee Company shall be entitled to benefit of all insurance policies which have been issued in relation to the Retail Undertaking and / or VetCa Undertaking and the name of the Transferee



Company shall be substituted as the "insured party" in the policies as if the Transferee Company was initially a party.

6. LIABILITIES

- 6.1.1 Without limiting the generality of Clause 4.1, upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, all secured and unsecured debts, sundry creditors, liabilities, contingent liabilities, guarantees, duties and obligations of every kind, nature and description (whether in Indian Rupees or foreign currency) whatsoever and howsoever arising, raised or incurred or utilised by the Transferor Company in relation to each of the Retail Undertaking and the VetCa Undertaking, shall become and be the debts, liabilities, guarantees, duties and obligations of the Transferee Company along with any charge, lien, encumbrance or security thereon, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requirement of any further act, instrument, matter, thing or deed. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause. Further, all debts and loans raised and duties, liabilities and obligations incurred or which arise or accrue to the Transferor Company in relation to each of the Retail Undertaking and the VetCa Undertaking on or after the Slump Sale Appointed Date till the Effective Date, shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Transferee Company by virtue of this Scheme. Where any of the debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations of the Transferor Company in relation to each of the Retail Undertaking and the VetCa Undertaking as on the Slump Sale Appointed Date deemed to be transferred to the Transferee Company have been discharged by the Transferor Company after the Slump Sale Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.

7. EMPLOYEES, STAFF AND WORKMEN

- 7.1 Without limiting the generality of Clause 4.1, upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, all employees, staff and workmen of the Transferor Company engaged in the Retail Undertaking and the VetCa Undertaking and who are in such employment as on the Effective Date shall become employees of the Transferee Company from the Slump Sale Appointed Date or their respective joining date, whichever is later, without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall be no less favourable than those on which they are engaged in the Transferor Company.
- 7.2 The Transferee Company agrees that the services of all the employees of each of the Retail Undertaking and the VetCa Undertaking prior to the transfer, as aforesaid, shall be taken into account for the purposes of all benefits to which such employees may be eligible and accordingly, the period of service of such employees shall be reckoned therefore from the date of their respective appointment in the Transferor Company.



- 7.3 In the event of retrenchment of the employees of the Retail Undertaking and/or the VetCa Undertaking, the Transferee Company will be liable to pay compensation in accordance with law on the basis that the services of the employees shall have been continuous and shall not have been interrupted by reason of such Slump Sale.
- 7.4 Till the Effective Date of this Scheme, the Transferor Company shall make contributions to the government maintained provident fund and / or other funds in relation to the staff, workmen and employees of each of the Retail-Undertaking and the VetCa Undertaking. On and from the Effective Date, the Transferee Company shall make appropriate contributions to such provident fund and/or other funds in respect of the staff, workmen and employees taken over by it pursuant to this Scheme. The contributions, and all accretions thereto, in the provident fund account, superannuation fund, gratuity fund and other benefit funds if any, of which such employees are members or beneficiaries till the Effective Date, shall, with the approval of the concerned authorities be transferred (in such proportion as is allocable to the employees of the Retail Undertaking and/or the VetCa Undertaking being transferred to the Transferee Company) to the relevant funds of the Transferee Company for the benefit of the employees of the Retail Undertaking and/or the VetCa Undertaking on terms no less favourable. In the event that the Transferee Company has its own funds in respect of any of the funds referred to above, such investments shall, subject to the necessary approvals and permissions, be transferred to the relevant funds. In the event that the Transferee Company does not have its own fund in respect of any of the aforesaid matters, the Transferor Company may, subject to necessary approvals and permissions, continue to contribute in respect of the employees engaged in the Retail Undertaking and/or the VetCa Undertaking to the existing funds, until such time that the Transferee Company creates its own fund, at which time the investments and contributions pertaining to the employees of the Retail Undertaking and/or the VetCa Undertaking shall be transferred to the funds created by the Transferee Company. In case, necessary approvals are not received and there is delay, all such amounts shall continue to be administered by the Transferor Company in trust for the Transferee Company from the Effective Date till the date of actual transfer and, on receiving the approvals all the accumulated amounts till such date, shall be transferred to the respective funds of the Transferee Company *suo moto*.
- 7.5 Any disciplinary action initiated by the Transferor Company against any employee of the Retail Undertaking and/or the VetCa Undertaking shall have full force, effect and continuity as if it was initiated by the Transferee Company instead of the Transferor Company.
- 7.6 Any question that may arise as to whether any employee belongs or does not belong to the Retail Undertaking shall be decided by the Board of the Companies.
- 7.7 Any question that may arise as to whether any employee belongs or does not belong to the VetCa Undertaking shall be decided by the Board of the Transferor Company and the Transferee Company.

8. CONTRACTS AND DEEDS

- 8.1 Without limiting the generality of Clause 4.1, upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, all in relation to the Retail Undertaking and/or the VetCa



Undertaking and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder. It is hereby clarified that upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, the Transferor Company shall have no liabilities in respect of any of the aforesaid contracts / arrangements transferred to the Transferee Company.

- 8.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the vesting of the Retail Undertaking and/or the VetCa Undertaking of the Transferor Company in the Transferee Company occurs by virtue of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme, in accordance with the provisions hereof, if so required, under any law or otherwise, take such actions or enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of, any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of this Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above.
- 8.3 For avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, certificates, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Company in relation to the Retail Undertaking and/or the VetCa Undertaking shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company.
- 8.4 Without prejudice to the aforesaid, it is clarified that if any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Retail Undertaking and/or the VetCa Undertaking which the Transferor Company owns or to which the Transferor Company is a party, cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Transferee Company, in so far as it is permissible so to do, till such time as the transfer is given effect to.

9. LEGAL PROCEEDINGS

- 9.1 Without limiting the generality of Clause 4.1, upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, all Permitted Encumbrances of whatever nature pending and / or arising after the Slump Sale Appointed Date, in any court or before any authority, judicial, quasi-judicial or administrative or any adjudicating authority or any arbitral tribunal, by or against the Transferor Company in relation to the Retail Undertaking and/or the VetCa Undertaking shall be continued and/or enforced until the Effective Date as desired by the Transferor Company, and on and from the Effective Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of this Slump Sale or by anything contained in this Scheme, but the said suits, appeals or other legal proceeding shall be continued and/or enforced by or against the Transferee



Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or had arisen and/or were pending by or against the Transferee Company.

- 9.2 On and from the Effective Date, the Transferee Company shall have the right to initiate, defend, compromise or otherwise deal with any legal proceedings in relation to the Permitted Encumbrances relating to the Retail Undertaking and / or the VetCa Undertaking, in the same manner and to the same extent as it would or might have been initiated by the Transferor Company, as the case may be, had the Scheme not been made.
- 9.3 On and from the Slump Sale Appointed Date, if any proceedings in relation to the Permitted Encumbrances are taken by or against the Transferor Company in relation to the Retail Undertaking and/or the VetCa Undertaking, the Transferor Company shall till the Effective Date continue and/or defend the same at the cost of the Transferee Company, and the Transferee Company shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.
- 9.4 The Transferee Company undertakes to have all legal or other proceedings in relation to the Permitted Encumbrances initiated by or against the Transferor Company referred to in Clause 9.1 above transferred to its name on and after the Effective Date, and to have the same continued, prosecuted and enforced by or against the Transferee Company as the case may be, to the exclusion of the Transferor Company.
- 9.5 Notwithstanding the above, in case the proceedings referred to in Clause 9.1 above cannot be transferred for any reason, or the transfer takes time, till such transfer the Transferor Company shall defend the same in accordance with the advice of the Transferee Company and at the cost of the Transferee Company, and the Transferee Company shall reimburse, indemnify and hold harmless the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.

10. TAXES

- 10.1 Upon the Scheme becoming effective, and with effect from the Slump Sale Appointed Date, all taxes, duties, cess of any nature (including income-tax, sales tax, excise duty, customs duty, service tax, VAT etc.) paid or payable, including any tax deduction or collection at source, service tax input credit receivables, by the Transferor Company in relation to the Retail Undertaking and the VetCa Undertaking and relating to the period after the Slump Sale Appointed Date until the Effective Date, shall be deemed to have been on account of or on behalf of or paid or payable by the Transferee Company and shall, in all proceedings, be dealt with accordingly.
- 10.2 On the Scheme becoming effective, the Transferor Company and the Transferee Company may revise their respective returns pertaining to income tax, service tax, sales tax, VAT and other tax returns, and claim refunds and/or credits, including credits for tax deducted at source, as applicable pursuant to the provisions of this Scheme.

11. CONDUCT OF BUSINESS TILL THE EFFECTIVE DATE

- 11.1 With effect from the Slump Sale Appointed Date and till the Effective Date:



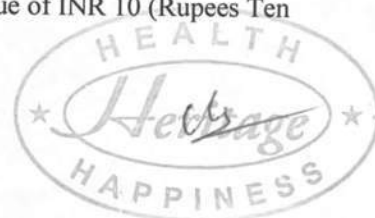
- 11.1.1 The Transferor Company shall carry on, and shall be deemed to have carried on, all the business, activities and operations relating to the Retail Undertaking and/or the VetCa Undertaking, and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the assets, properties and liabilities of each of the Retail Undertaking and/or the VetCa Undertaking, on account of and / or on behalf of and / or for the benefit of and / or in trust for, the Transferee Company.
- 11.1.2 All the profits or incomes accruing or arising and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Company in relation to each of the Retail Undertaking and the VetCa Undertaking shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes, or as the case may be, expenditure or losses (including taxes) of, the Transferee Company.
- 11.1.3 Any of the rights, powers, authorities and privileges attached or related or pertaining to each of the Retail Undertaking and the VetCa Undertaking and exercised by or available to the Transferor Company, shall be deemed to have been exercised for and on behalf of and as an agent for the Transferee Company. Further, any of the obligations, duties and commitments attached, relating or pertaining to each of the Retail Undertaking and the VetCa Undertaking that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken or discharged for and on behalf of and as an agent for the Transferee Company.

12. SAVING OF CONCLUDED TRANSACTIONS

- 12.1 Subject to the terms of this Scheme, the transfer and vesting of the Retail Undertaking and the VetCa Undertaking under this Scheme shall not affect any transactions or proceedings already concluded on or after the Slump Sale Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Company in relation to the Retail Undertaking and/or the VetCa Undertaking as acts, deeds and things made, done and executed by or on behalf of the Transferee Company.

13. CONSIDERATION

- 13.1 In consideration of the transfer of and vesting of the Retail Undertaking and the VetCa Undertaking with the Transferee Company in accordance with this Scheme by way of slump sale as defined under the provisions of section 2(42C) of the Income-tax Act, the Transferee Company shall pay a consideration of INR 135,00,00,000/- (Rupees One Hundred and Thirty Five Crores), subject to adjustment of net working capital between the Slump Sale Appointed Date and the Effective Date, which shall be discharged in the manner specified in Clause 13.2.
- 13.2 The consideration would be discharged by the Transferee Company, without any further application, deed, action or thing, by way of issuance and allotment of 1,40,00,000 (One Crore Forty Lakhs) equity shares of the Transferee Company, each of a face value of INR 10 (Rupees Ten only) and a premium of INR 86.43 (Rupees Eighty Six and Paise Forty Three), credited as fully paid-up to the Transferor Company.
- 13.3 Upon the issuance of the Equity Shares as per Clause 13.1, the issued, subscribed and paid-up share capital of the Transferee Company shall stand increased to INR 14,16,56,000 (Rupees Fourteen Crores Sixteen Lakhs Fifty Six Thousand) comprising of 1,41,65,600 (One Crore Forty One Lakhs Sixty Five Thousand and Six Hundred only) equity shares having a face value of INR 10 (Rupees Ten



only).

- 13.4 The approval of this Scheme by the shareholders of the Transferee Company and the Transferor Company, under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Act, shall also be deemed to be the approval by the shareholders under the provisions of Section 62 of the Companies Act, 2013 and all other applicable provisions of the Act and applicable law for the purpose of subscription and issuance and allotment of the Equity Shares of the Transferee Company to the Transferor Company in accordance with the Scheme. It is clarified that no additional special resolution under Section 62(1)(c) of the Companies Act, 2013 or any other provision of the Act or applicable law shall be required to be passed for issuance and allotment of the equity shares of the Transferee Company to the Transferor Company under this Scheme.

14. REMAINING BUSINESS OF THE TRANSFEROR COMPANY

- 14.1 The Remaining Business of the Transferor Company including all the properties and assets, investments including investments in subsidiaries, debts, liabilities and obligations of the Transferor Company relating to the Remaining Business of the Transferor Company and which do not form part of the Retail Undertaking or the VetCa Undertaking shall continue to belong to and remain vested in the Transferor Company.
- 14.2 The Transferor Company shall be entitled to carry on its business and activities pertaining to the Remaining Business of the Transferor Company in such manner as it may deem fit and proper and nothing herein contained shall affect the business and activities of the Transferor Company in relation to the Remaining Business. Further, the Transferor Company shall be deemed to have been carrying on all business and activities relating to the Remaining Business of the Transferor Company for and on its own behalf.
- 14.3 All assets and properties acquired by the Transferor Company at any time including on and after the start of business on the Slump Sale Appointed Date shall, to the extent that the same do not relate to the Retail Undertaking or the VetCa Undertaking, form part of the Remaining Business.
- 14.4 All liabilities, debts and obligations incurred by or arising against the Transferor Company at any time including on and after the start of business on the Slump Sale Appointed Date shall, to the extent that the same do not relate to the Retail Undertaking or the VetCa Undertaking, form part of the Remaining Business of the Transferor Company.
- 14.5 The Transferor Company shall be entitled to enter into such contracts as the Transferor may deem fit and proper in respect of the Remaining Business of the Transferor Company.
- 14.6 All the profits or incomes accruing or arising and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Transferor Company in relation to Remaining Business of the Transferor Company shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes, or as the case may be, expenditure or losses (including taxes) of, the Transferor Company.
- 14.7 All the legal and other proceedings by or against the Transferor Company under any statute, whether pending on the Slump Sale Appointed Date or which may be instituted after the Slump Sale Appointed Date, relating to the Remaining Business of the Transferor Company shall be continued



and enforced by or against the Transferor Company.

15. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

- 15.1 Upon the Scheme becoming effective, the Transferee Company shall record the assets and liabilities comprised in the Retail Undertaking and VetCa Undertaking of the Transferor Company transferred to the Transferee Company pursuant to this Scheme, by undertaking a purchase price allocation for the Slump Sale consideration to the respective assets and liabilities based upon the values determined by an independent valuer or by the Board of the Transferee Company.
- 15.2 The Transferee Company shall credit its share capital account in its books of account with the aggregate face value of the equity shares issued to the Transferor Company pursuant to Clause 13.2 of the Scheme. Further, the Transferee Company shall credit to its securities premium account, the aggregate premium on securities issued by it pursuant to Clause 13.2 of the Scheme. The securities premium account recorded by the Transferee Company shall be applied as per the provisions of Section 52 of Companies Act, 2013.
- 15.3 The difference, if any, in the value of consideration and net value of assets and liabilities of the Retail Undertaking and the VetCa Undertaking, as determined under Clause 15.1 above, shall be accounted in accordance with principles as laid down in the applicable accounting standards, the applicable provisions of the Act and generally accepted accounting principles in India.

16. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEROR COMPANY

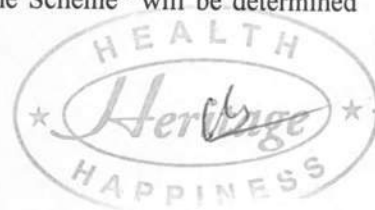
- 16.1 Upon the Scheme becoming effective, the Transferor Company shall transfer the Retail Undertaking and the VetCa Undertaking on a going concern basis along with all their assets, liabilities, rights and obligations as defined in Clause 1.19 and Clause 1.25 respectively of this Scheme, to the Transferee Company.
- 16.2 The Transferor Company shall reduce the book value of assets and liabilities comprised in the Retail Undertaking and the VetCa Undertaking from its books of account.
- 16.3 The aggregate value of the equity shares allotted under Clause 13.2 above, along with the premium shall be debited to the investments account.
- 16.4 The excess or shortfall of aggregate value of the equity shares allotted under Clause 13.2 above along with the premium over the book value of Retail Undertaking and VetCa Undertaking and directly attributable transaction cost shall be adjusted to the capital reserve account.

PART III

TRANSFER AND VESTING OF DEMERGED UNDERTAKING TO AND IN THE RESULTING COMPANY

17. TRANSFER OF DEMERGED UNDERTAKING

- 17.1 For the purposes of this Part III, "after giving effect to Part II of the Scheme" will be determined



mutually by the Board of Directors of the Demerged Company and the Resulting Company.

- 17.2 With effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme, the Demerged Undertaking, together with its assets, properties, liabilities, rights, benefits and interests therein, shall, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and without any further act, instrument, deed, matter or thing, be and stand transferred to and vested in the Resulting Company, free of charges, on a going concern basis in consideration for the issuance of the Resulting Company's shares as set out hereinafter in this Part III of the Scheme, so as to vest in the Resulting Company all rights, title and interest pertaining to the Demerged Undertaking, free from all Encumbrances, except the Permitted Encumbrances.
- 17.3 The demerger of the Demerged Undertaking under this Scheme shall be in compliance with the conditions of "demerger" as specified under Section 2(19AA) of the Income-tax Act and other relevant provisions, i.e. transfer of all assets and liabilities relating to the Demerged Undertaking at values appearing in the books of accounts of Demerged Company immediately before the demerger, issue of shares to shareholders of Demerged Company on a proportionate basis, etc..
18. ASSETS AND LICENCES
- 18.1 Without prejudice to the generality of Clause 17.1 above, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme:
- 18.1.1 All the immovable properties (including land, building and other immovable property) of the Demerged Undertaking shall stand transferred to, and be vested in, the Resulting Company, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any deed or instrument of conveyance and shall upon such demerger, become the property of the Resulting Company so as to vest in the Resulting Company all the rights, title and interest in such immovable properties, on and from the Demerger Appointed Date and after giving effect to Part II of this Scheme. Such immovable property transferred shall be free from all Encumbrances except Permitted Encumbrances. With effect from the Demerger Appointed Date and after giving effect to Part II of this Scheme, the Resulting Company shall be entitled to exercise all rights and privileges, and be liable to pay all taxes and charges, and fulfil all obligations, in relation to or applicable to such immovable properties.
- 18.1.2 All the assets of the Demerged Undertaking as are movable in nature or are otherwise capable of transfer by endorsement and delivery, shall stand transferred to, and be vested in, the Resulting Company, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any deed or instrument of conveyance and shall upon such transfer become the property of the Resulting Company so as to vest in the Resulting Company all the rights, title and interest in such assets, on and from the Demerger Appointed Date and after giving effect to Part II of the Scheme. The transfer or vesting pursuant to this sub-Clause shall be deemed to have occurred by physical delivery or endorsement and delivery, as appropriate to the property being transferred/ vested and the title to such property shall be deemed to have been transferred and vested accordingly. Such property transferred shall be free from all Encumbrances except Permitted Encumbrances.
- 18.1.3 All the intellectual property relating exclusively to the Demerged Undertaking, shall stand transferred to, and be vested in, the Resulting Company, pursuant to the provisions of Sections 391 to 394 of



Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requiring any act or deed to be done by the Demerged Company and / or the Resulting Company, on and from the Demerger Appointed Date and after giving effect to Part II of the Scheme.

- 18.1.4 All the assets (other than those specified in sub-Clause 18.1.2 and 18.1.3 above) of the Demerged Undertaking, including sundry debtors, receivables, bills, outstanding loans and advances, bank balances, deposits, etc., the same shall stand transferred to and vested in the Resulting Company, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requirement of any notice or other intimation to any person, to the end and intent that the right of the Demerged Company to recover or realize the same stands transferred to the Resulting Company, on and from the Demerger Appointed Date and after giving effect to Part II of the Scheme. The Resulting Company shall at its sole and absolute discretion, and without being obliged and if it so deems appropriate, give notice in such form as it may deem fit and proper to each person, debtor or depositor that pursuant to the Scheme sanctioned by the High Courts, the said debt, receivable, bill, loan, advance or deposit stands transferred and vested in the Resulting Company and the same be paid to or made good to or held on account of the Resulting Company.
- 18.1.5 All licences, permissions, approvals, consents, certificates, registrations, no-objections, clearances, concessions, exemptions or rights granted to, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking, shall, pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and all other applicable provisions, if any, of the Act, stand vested in or transferred to or deemed amended in favour of the Resulting Company as if the same were originally granted to, issued to or executed in favour of the Resulting Company, and shall be appropriately transferred or assigned by the concerned statutory authorities in favour of the Resulting Company upon vesting of the Demerged Undertaking on and from the Demerger Appointed Date and after giving effect to Part II of the Scheme. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licences, and consents shall vest in and become available to the Demerged Company pursuant to the Scheme, on and from the Demerger Appointed Date.
- 18.1.6 All the existing Encumbrances other than the Permitted Encumbrances, on the assets of the Demerged Undertaking shall be released. Such Encumbrances shall not relate to or attach to any assets of the Demerged Undertaking or any other assets of the Resulting Company.
- 18.1.7 The Encumbrances, other than the Permitted Encumbrances, shall after the Effective Date relate and attach to the assets or any part thereof of the Remaining Undertaking of the Demerged Company.
- 18.1.8 The Resulting Company shall be entitled to benefit of all insurance policies which have been issued in relation to the Demerged Undertaking and the name of the Resulting Company shall be substituted as the "insured party" in the policies as if the Resulting Company was initially a party.

19. LIABILITIES

- 19.1 Without limiting the generality of Clause 17.1, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II of this Scheme, all secured and unsecured debts, sundry creditors, liabilities, contingent liabilities, guarantees, duties and obligations of every kind, nature and description (whether in Indian Rupees or foreign currency) whatsoever and howsoever arising, raised or incurred or utilised by the Demerged Company in relation to each of the



Demerged Undertaking, shall become and be the debts, liabilities, guarantees, duties and obligations of the Resulting Company along with any charge, lien, encumbrance or security thereon, pursuant to the provisions of Sections 391 to 394 of Companies Act, 1956 and all other applicable provisions, if any, of the Act, without requirement of any further act, instrument, matter, thing or deed. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen in order to give effect to the provisions of this sub-clause. Further, all debts and loans raised and duties, liabilities and obligations incurred or which arise or accrue to the Demerged Company in relation to the Demerged Undertaking on or after the Demerger Appointed Date till the Effective Date, shall be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Resulting Company and shall become the debts, loans raised, duties, liabilities and obligations incurred by the Resulting Company by virtue of this Scheme. Where any of the debts, liabilities, loans raised and used, liabilities and obligations incurred, duties and obligations of the Demerged Company in relation to the Demerged Undertaking as on the Demerger Appointed Date deemed to be transferred to the Resulting Company have been discharged by the Demerged Company after the Demerger Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.

20. EMPLOYEES, STAFF & WORKMEN

- 20.1 Without limiting the generality of Clause 17.1, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme, all employees, staff and workmen of the Demerged Company engaged in the Demerged Undertaking and who are in such employment as on the Effective Date, shall become employees, staff and workmen of the Resulting Company from the Demerger Appointed Date or their respective joining date, whichever is later, without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall be no less favourable than those on which were immediately prior to the Effective Date in the Demerged Company.
- 20.2 The Resulting Company agrees that the services of all the employees of the Demerged Undertaking prior to the transfer, as aforesaid, shall be taken into account for the purposes of all benefits to which such employees may be eligible and accordingly, the period of service of such employees shall be reckoned therefore from the date of their respective appointment in the Demerged Company.
- 20.3 In the event of retrenchment of the employees of the Demerged Undertaking on and after the Demerger Appointed Date, the Resulting Company will be liable to pay retrenchment compensation in accordance with law on the basis that the services of the employees shall have been continuous and shall not have been interrupted by reason of such demerger.
- 20.4 Till the Effective Date of this Scheme, the Demerged Company shall make contributions to the government maintained provident fund and / or other funds in relation to the staff, workmen and employees of the Demerged Undertaking. On and from the Effective Date, the Resulting Company shall make appropriate contributions to such provident fund and / or other funds in respect of the staff, workmen and employees taken over by it pursuant to this Scheme. The contributions, and all accretions thereto, in the provident fund account, superannuation fund, gratuity fund and other benefit funds if any, of which the employees of the Demerged Undertaking are members or beneficiaries till



the Effective Date, shall, with the approval of the concerned authorities and after giving effect to Part II and Part III of the Scheme, be transferred (in such proportion as is allocable to the employees of the Demerged Undertaking being transferred to the Resulting Company) to the relevant funds of the Resulting Company or government for the benefit of the employees of the Demerged Undertaking on terms no less favourable than immediately existing prior to the Effective Date. In the event that the Resulting Company has its own funds in respect of any of the funds referred to above, such investments shall, subject to the necessary approvals and permissions, be transferred to the relevant funds of the Resulting Company. [In the event that the Resulting Company does not have its own fund in respect of any of the aforesaid matters, the Resulting Company may, subject to necessary approvals and permissions, continue to contribute in respect of the employees engaged in the Demerged Undertaking to the relevant funds of the Demerged Company, until such time that the Resulting Company creates its own fund, at which time the investments and contributions pertaining to the employees of the Demerged Undertaking shall be transferred to the funds created by the Resulting Company.] In case, necessary approvals are not received by the Effective Date and there is delay, all such amounts shall continue to be administered by the Demerged Company in trust for the Resulting Company from the Effective Date till the date of actual transfer and, on receiving the approvals all the accumulated amounts till such date, shall be transferred to the respective funds of the Resulting Company suo moto.

20.5 Any disciplinary action initiated by the Demerged Company against any employee of the Demerged Undertaking shall have full force, effect and continuity as if it was initiated by the Resulting Company instead of the Demerged Company.

20.6 Any question that may arise as to whether any employee belongs or does not belong to the Demerged Undertaking shall be mutually decided by Board Demerged Company and the Resulting Company.

21. CONTRACTS, DEEDS, ETC.

21.1 Without limiting the generality of Clause 17.1, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme, subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all leases, licenses and other assurances in favour of the Demerged Company or powers or authorities granted by or to it) of whatsoever nature to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, all in relation to the Demerged Undertaking and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, continue in full force and effect in favour of, by, for or against the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee or obligor thereto or thereunder. It is hereby clarified that upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II and Part III of the Scheme, the Demerged Company shall have no rights and liabilities in respect of any of the aforesaid contracts / arrangements transferred to the Resulting Company for the period after the Demerger Appointed Date.

21.2 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company occurs by virtue of this Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, take such actions or enter into, or issue or execute deeds, writings, confirmations, novations, declarations,



or other documents with, or in favour of, any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the provisions of this Scheme. The Resulting Company shall, under the provisions of this Scheme, be deemed to be authorised without requirement of any consent, approval or authority of the Demerged Company, whether in writing or verbal, to execute any such writings in place and substitution of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above.

- 21.3 Upon the coming into effect of the Scheme, all powers of attorney given, issued or executed by the Demerged Company, in relation to the Demerged Undertaking, in favour of any person shall cease to have effect without any further act, deed or instrument.
- 21.4 For avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme and with effect from the Demerger Appointed Date, all consents, permissions, certificates, authorities, powers of attorney given by, issued to or executed in favour of the Demerged Company in relation to the Demerged Undertaking shall stand transferred to the Resulting Company, as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company.
- 21.5 On and from the Effective Date, the Resulting Company shall, in its own right, be entitled to realise all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking in the name of the Demerged Company but for the benefits and entitlement of the Resulting Company, in so far as may be necessary, until the transfer of rights and obligations of the Demerged Company to the Resulting Company under this Scheme is formally accepted by the parties concerned.
- 21.6 Without prejudice to the aforesaid, it is clarified that if any contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which the Demerged Company owns or to which the Demerged Company is a party, cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company shall hold such assets, contracts, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Resulting Company, in so far as it is permissible so to do, till such time as the transfer is given effect to.

22. LEGAL PROCEEDINGS

- 22.1 Without limiting the generality of Clause 17.1, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date, all suits, claims, actions, appeals and legal proceedings of whatever nature pending and / or arising after the Demerger Appointed Date in relation to the Permitted Encumbrances and all suits, claims, actions, appeals and legal proceedings of whatever nature in relation to the Demerged Undertaking arising after the Demerger Appointed Date and pertaining to the period commencing on or after the Demerger Appointed Date, in any court or before any authority, judicial, quasi-judicial or administrative or any adjudicating authority or any arbitral tribunal, by or against the Demerged Company in relation to the Demerged Undertaking shall be continued and/ or enforced until the Effective Date as desired by the Resulting Company and on and from the Effective Date and after giving effect to Part II of the Scheme, the same shall not abate or be



discontinued or in any way be prejudicially affected by reason of this demerger or by anything contained in this Scheme, but the said suits, appeals or other legal proceeding shall be continued and/or enforced by or against the Resulting Company as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or had arisen and/or were pending by or against the Resulting Company.

- 22.2 On and from the Effective Date, and with effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme, the Resulting Company shall have the right to initiate, defend, compromise or otherwise deal with any legal proceedings relating to the Demerged Undertaking, in the same manner and to the same extent as it would or might have been initiated by the Demerged Company, as the case may be, had the Scheme not been made.
- 22.3 On and from the Demerger Appointed Date and after giving effect to Part II of the Scheme, if any proceedings are taken by or against the Demerged Company in relation to the Demerged Undertaking pertaining to the period commencing on or after the Demerger Appointed Date, the Demerged Company shall till the Effective Date continue and/or defend the same at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.
- 22.4 The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company in relation to the Permitted Encumbrances and in relation to the Demerged Undertaking pertaining to the period commencing on or after the Demerger Appointed Date referred to in Clause 22.1 above transferred to its name on and after the Effective Date, and after giving effect to Part II of the Scheme, and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company.
- 22.5 Notwithstanding the above, in case the proceedings referred to in Clause 22.1 above cannot be transferred for any reason, or the transfer takes time, till such transfer the Demerged Company shall defend the same in accordance with the advice of the Resulting Company and at the cost of the Resulting Company, and the Resulting Company shall reimburse, indemnify and hold harmless the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

23. TAXES

- 23.1 Without limiting the generality of Clause 17.1, upon the Scheme becoming effective, and with effect from the Demerger Appointed Date and after giving effect to Part II of the Scheme, all taxes, duties, cess of any nature (including income-tax, sales tax, excise duty, customs duty, service tax, VAT etc.) paid or payable, including any tax deduction or collection at source, service tax input credit receivables, by the Demerged Company in relation to the Demerged Undertaking and relating to the period after the Demerger Appointed Date until the Effective Date, shall be deemed to have been on account of or on behalf of or paid or payable by the Resulting Company and shall, in all proceedings, be dealt with accordingly.
- 23.2 On the Scheme becoming effective and after giving effect to Part II of the Scheme, the Demerged Company and the Resulting Company may revise their respective returns pertaining to income tax, service tax, sales tax, VAT and other tax returns, and claim refunds and/or credits including credits relating to tax deducted at source, as applicable pursuant to the provisions of this Scheme.



24. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

24.1 With effect from the Demerger Appointed Date and till the Effective Date:

- 24.1.1 The Demerged Company shall carry on and shall be deemed to have carried on, all the business, activities and operations relating to the Demerged Undertaking and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the assets, properties and liabilities of the Demerged Undertaking on account of, and/or on behalf of and/or for the benefit of, and/or in trust for, the Resulting Company.
- 24.1.2 All the profits or incomes accruing or arising to the Demerged Company and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Demerged Company in relation to the Demerged Undertaking shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or as the case may be, expenditure or losses (including taxes) of the Resulting Company.
- 24.1.3 Any of the rights, powers, authorities and privileges attached or related or pertaining to the Demerged Undertaking and exercised by or available to the Demerged Company, shall be deemed to have been exercised by the Demerged Company for and on behalf of and as an agent for the Resulting Company. Further, any of the obligations, duties and commitments attached, relating or pertaining to the Demerged Undertaking that have been undertaken or discharged by the Demerged Company shall be deemed to have been undertaken or discharged for and on behalf of and as an agent for the Resulting Company.

25. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Demerged Undertaking of the Demerged Company under this Scheme shall not affect any transactions or proceedings already concluded by the Demerged Company on or after the Demerger Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things made, done and executed by the Demerged Company in relation to the Demerged Undertaking as acts, deeds and things made, done and executed by or on behalf of the Resulting Company.

26. ISSUE OF SHARES BY RESULTING COMPANY

26.1 Issue of Shares:

- 26.1.1 In consideration of the transfer and vesting of the Demerged Undertaking to and in the Resulting Company in terms of this Scheme, the Resulting Company shall, without any further application, act, instrument or deed and without any payment but subject to applicable law, after the Effective Date after giving effect to Part III of this Scheme, issue and allot to the members of the Demerged Company whose names appear on the Register of Members of the Demerged Company on the Record Date or to his / her / their respective heirs, executors, administrators or, as the case may be, successors, equity shares of the Resulting Company as under:

1,78,47,420 (One Crore seventy eight lakhs forty seven thousand four hundred and twenty) equity shares of the face value of INR 2/- (Rupees Two), each fully paid-up, of the Resulting Company to be



issued on a proportionate basis to members or his / her / their respective heirs, executors, administrators or, as the case may be, successors holding fully paid-up equity shares in the Demerged Company on the Record Date. The new equity shares to be issued by the Resulting Company under this Clause are in this Scheme referred to as the “**New Equity Shares**”.

- 26.1.2 The New Equity Shares to be issued and allotted by the Resulting Company to equity shareholders of the Demerged Company under Clause 26.1.1 above shall be subject to adjustments to take into account any corporate actions including but not limited to issuances of bonus shares, stock splits, and stock consolidation but excluding any dividend announced or to be announced on the shares of the Resulting Company prior to the Effective Date.
- 26.1.3 No fractional shares shall be issued by the Resulting Company. Fractional entitlements, if any, arising shall be rounded off to the nearest integer. A fraction of less than half shall be rounded down to the nearest lower integer and a fraction of half or more shall be rounded up to the nearest higher integer.
- 26.1.4 Upon the Scheme becoming effective, the issued, subscribed and paid-up share capital of the Resulting Company shall stand suitably increased consequent upon the issuance of the New Equity Shares in accordance with Clause 26.1.1. The approval of this Scheme by the shareholders of the Resulting Company and the Demerged Company, under Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Act, shall also be deemed to be the approval by the shareholders under the provisions of Section 62 of the Companies Act, 2013 and all other applicable provisions of the Act and applicable law for the purpose of subscription and issuance and allotment of the New Equity Shares in accordance with the Scheme. It is clarified that no additional special resolution under Section 62(1)(c) of the Companies Act, 2013 or any other provision of the Act or applicable law shall be required to be passed for issuance and allotment of the New Equity Shares under this Scheme.

26.2 Issue in Dematerialized Form:

- 26.2.1 All New Equity Shares to be issued and allotted under Clause 26.1.1 by the Resulting Company shall be issued in dematerialized form.
- 26.2.2 If the requisite details of the account of any shareholder with a depository participant are not recorded with the Demerged Company, such shareholder concerned will be required to provide the said details to enable the Resulting Company to allot the New Equity Shares in dematerialized form to the concerned shareholder.

26.3 New Equity Shares to rank pari passu:

- 26.3.1 The New Equity Shares issued and allotted in terms of this Scheme shall rank pari passu in all respects with the existing equity shares of the Resulting Company including in respect of dividends, if any, that may be declared by the Resulting Company on or after the Effective Date.
- 26.3.2 It is clarified that the aforesaid Clause 26.3.1 in respect of declaration of dividends is an enabling provision only and shall not be deemed to confer any right on any member of the Resulting Company and the Demerged Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the Resulting Company and the Demerged Company and subject to the approval of the shareholders of the Resulting Company and



the Demerged Company.

26.4 Listing:

- 26.4.1 The New Equity Shares issued by the Resulting Company will be listed and/or admitted to trading on the Stock Exchanges where the shares of the Resulting Company are listed and/or admitted to trading and all necessary applications will be made in this aspect by the Resulting Company.
- 26.4.2 The New Equity Shares allotted by the Resulting Company pursuant to the Scheme, shall remain frozen in dematerialized form for listing and trading on respective Stock Exchanges pending permissions for the same from the respective Stock Exchange.

26.5 Resulting Company to obtain necessary approvals:

The Resulting Company shall, if and to the extent required, apply for and obtain the required statutory approvals of the concerned Governmental Authority for the issue and allotment of the New Equity Shares.

27. REMAINING UNDERTAKING OF THE DEMERGED COMPANY

- 27.1 The Remaining Undertaking of the Demerged Company including all the properties and assets, investments in all subsidiaries, debts, liabilities and obligations of the Demerged Company, relating to the Remaining Undertaking of the Demerged Company and which do not form part of the Demerged Undertaking shall continue to belong to and remain vested in the Demerged Company.
- 27.2 The Demerged Company shall be entitled to carry on its business and activities pertaining to the Remaining Undertaking of the Demerged Company in such manner as it may deem fit and proper and nothing herein contained shall affect the business and activities of the Demerged Company in relation to the Remaining Undertaking of the Demerged Company. Further, the Demerged Company shall be deemed to have been carrying on all business and activities relating to the Remaining Undertaking of the Demerged Company for and on its own behalf.
- 27.3 All assets and properties acquired by the Demerged Company at any time including on and after the start of business on the Demerger Appointed Date, shall, to the extent that the same do not relate to the Demerged Undertaking, form part of the Remaining Undertaking of the Demerged Company.
- 27.4 All liabilities, debts and obligations incurred by or arising against the Demerged Company at any time including on and after the start of business on the Demerger Appointed Date, shall, to the extent that the same do not relate to the Demerged Undertaking, form part of the Remaining Undertaking of the Demerged Company.
- 27.5 The Demerged Company shall be entitled to enter into such contracts as the Demerged Company may deem fit and proper in respect of the Remaining Undertaking of the Demerged Company.
- 27.6 All the profits or incomes accruing or arising and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Demerged Company in relation to the Remaining Undertaking of the Demerged Company shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes, or as the case may be,



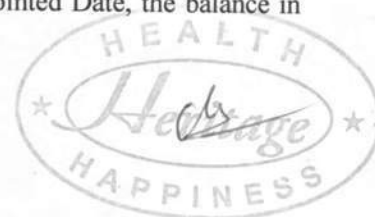
expenditure or losses (including taxes) of, the Demerged Company.

- 27.7 All the legal and other proceedings by or against the Demerged Company under any statute, whether pending on the Demerger Appointed Date or which may be instituted after the Demerger Appointed Date, whether or not relating to the Demerged Undertaking of the Demerged Company, shall be continued and enforced by or against the Demerged Company.
28. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY
- 28.1 The Resulting Company shall account for the demerger in its books of account as per the applicable accounting principles prescribed under Indian accounting standards (IND AS) prescribed under the Act.
29. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY
- 29.1 Pursuant to the Demerger, the Demerged Company shall transfer and reduce its assets and liabilities by the values of assets and liabilities (including any directly attributable transaction costs) relating to the Demerged Undertaking appearing in the books of accounts of the Demerged Company, immediately before the Demerger, with the resulting adjustment to be recorded in the capital reserve account.
30. ACCOUNTING TREATMENT IN THE BOOKS OF THE SHAREHOLDERS OF DEMERGED COMPANY
- 30.1 The adjustment required in the book value of investment in the Demerged Company for reduction by the value of the net assets transferred by Demerged Company to Resulting Company, shall be recorded as cost of the New Equity Shares issued by the Resulting Company.

PART IV

REDUCTION OF CAPITAL THROUGH CANCELLATION OF SHARES OF DEMERGED COMPANY HELD BY ITS EXISTING SHAREHOLDERS AND UTILISATION OF SECURITIES PREMIUM ACCOUNT

31. REDUCTION OF SHARE CAPITAL OF DEMERGED COMPANY
- 31.1 On and from the Effective Date, and with effect from the Demerger Appointed Date and after giving effect to Part II and Part III of the Scheme, the issued, subscribed and paid-up equity share capital of the Demerged Company shall, without any further application, act, instrument or deed and without any payment, be reduced.
- 31.2 The above reduction of equity share capital shall be carried out by reducing the number of shares held by existing shareholders of the demerged company on a proportionate basis. Such cancellation of the share capital of the Demerged Company shall result in a mirror image of the pre-demerger shareholding pattern of the Demerged Company.
- 31.3 On and from the Effective Date and with effect from the Demerger Appointed Date, the balance in



the Securities Premium Account of the Demerged Company shall be adjusted against the debit balance of Capital Reserve Account of the Demerged Company. The debit balance, if any, in the Capital Reserve Account of the Demerged Company, post the adjustment of the Securities Premium Account, shall be adjusted against the face value of the equity share capital as per Clauses 31.1 and 31.2.

- 31.4 Such reduction of Equity Share Capital and Securities Premium Account of the Demerged Company as provided in Clause 31.1 above, shall be effected as an integral part of the Scheme on the Effective Date and the order of the High Courts sanctioning the Scheme shall be deemed to be an order under Section 102 of the Companies Act, 1956, confirming the reduction in share capital of the Demerged Company, and no separate sanction under Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 will be necessary.
- 31.5 The reduction would not involve a diminution of liability in respect of the unpaid share capital or payment of paid-up share capital, and the provisions of Section 101 of the Companies Act, 1956 will not be applicable.
- 31.6 Notwithstanding the reduction of the issued, subscribed and paid-up equity share capital of the Demerged Company, it shall not be required to add the words "And Reduced" as suffix to its name.

PART V

GENERAL TERMS AND CONDITIONS

32 APPROVALS

- 32.1 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority and all agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to own and operate the Retail Undertaking and the VetCa Undertaking to be transferred to them under this Scheme.
- 32.2 The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to any Governmental Authority and all agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Resulting Company may require to own and operate the Demerged Undertaking to be transferred to it under this Scheme.

33 ADMINISTRATIVE CONVENIENCE

- 33.1 Notwithstanding anything contained in other clauses of this Scheme, the Transferor Company, the Demerged Company and the Resulting Company, shall enter into such documents, agreements, make applications to various authorities, regulatory bodies to facilitate the uninterrupted transitions of the business from the Transferor Company to the Transferee Company, and from the Demerged Company to the Resulting Company.
- 33.2 Notwithstanding anything contained in other clauses of this Scheme but in accordance with the Act and other applicable laws, the Transferor Company, the Demerged Company and the Resulting Company, may enter into such documents, agreements, arrangements and make applications to various authorities, regulatory bodies to facilitate the sharing of, inter alia any common services,



employees, intellectual properties and other assets (whether moveable or immoveable).

34 MODIFICATION OF SCHEME

- 34.1 Each of the Transferor Company, the Demerged Company and the Resulting Company by their respective Boards of Directors or any committee thereof or any Director authorised in that behalf (hereinafter referred to as the “**Delegate**”) may together assent to, or make, from time to time, any modifications or amendments or additions to this Scheme which the High Courts or any Government Authority may deem fit to approve of or impose and which the Companies may in their discretion accept, or such modifications or amendments or additions as the Companies or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise in carrying out the purpose of this Scheme and as approved by the High Courts, and the Companies by their respective Boards of Directors or Delegates are authorised to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect. In the event that any conditions may be imposed by the High Courts or any authorities, which the Companies find unacceptable for any reason, then the Companies shall be at liberty to withdraw the Scheme. The aforesaid powers of the Companies may be exercised by the Delegate of the respective Companies. It is clarified that any modification or amendment to the Scheme by the Companies, after the sanction by the High Courts, shall only be made with the prior consent of the High Courts.
- 34.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegates (acting jointly) of the Companies may give and are authorised to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

35 FILING OF APPLICATIONS

- 35.1 Each of the Companies shall with all reasonable dispatch, make and file all applications/petitions under Sections 391 and 394 and other applicable provisions of the Act before the respective High Court for sanction of this Scheme and each of the Companies shall obtain all requisite approvals as may be required under law to give effect to the Scheme.

36 CONDITIONALITY OF SCHEME

- 36.1 This Scheme is conditional upon and subject to:
- 36.1.1 The Scheme being approved by the requisite majority of the members and/or creditors of the Companies and/or by such other persons as may be required under the Act and as directed by the High Courts;
- 36.1.2 The requisite sanctions and approvals of any Governmental Authority including Stock Exchanges, the Securities and Exchange Board of India, and the Competition Commission of India, as may be required by law, in respect of the Scheme being obtained;



36.1.3 The sanction of this Scheme by the High Courts;

36.1.4 Copies of the orders of the High Courts sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra and the Registrar of Companies, Andhra Pradesh and Telangana;

36.1.5 The Scheme being approved by the Stock Exchanges in terms of Regulations 37 and 94 of the SEBI LODR Regulations and the SEBI Circular.

37 EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS

37.1 In the event of the Scheme not being sanctioned by the High Courts and/or the order or orders not being passed by December 31, 2017, or by such later date as may be agreed by the respective Boards of Directors of the Companies, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such event, each party shall bear and pay its respective costs, charges and expenses for and/ or in connection with the Scheme.

38 CHANGE IN OBJECTS CLAUSE OF FRL

38.1 With effect from the Demerger Appointed Date, and upon the Scheme becoming effective, the main object clause of the Memorandum of Association of the Resulting Company shall be altered and amended, without any further act or deed, to include the objects as required for the purpose of carrying on the business activities of Demerged Undertaking, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 and other applicable provisions of the Act. The following clause shall be added to the Memorandum of Association of the Resulting Company in addition to its main object clause:

"i. *To manufacture, process, prepare, preserve, refine, bottle, buy, sell and deal whether as wholesaler or retailers or as exporters or importers or as Principals or agents or as keepers or dealers in all kinds of milk products, including Cheese, Butter, Ghee, Ice creams, Baby foods, Instant foods and any by-products or co-products thereof and to carry on the business and setting up of dairy farms, milk processing plants, food processing plants, cold storage plants, research laboratories, packing units, bottling plants and to manufacture and deal in all kinds and varieties of foods for human or animal consumption.*

ii. *To carry on the business of manufacturers, millers, grinders, rollers, processors, tankers, packers and preserves, and dealers of all foods from agriculture products, dairy products, horticulture and poultry products, fruits, vegetables, flowers, meats, processed meat scanned and tinned and processed foods, fast foods, processed fish and sea foods, frozen foods, protential foods, health and instant foods of all kinds, including baby and dietic foods, cereals, beverages, restoratives and aerated mineral waters and food stuffs and consumable provisions and to extract by-products, derivatives food preparations of every kind and description."*

38.2 For the purposes of amendment in the Memorandum of Association of the Resulting Company as provided in this clause, the consent / approval given by the shareholders of the Resulting Company to



this Scheme pursuant to Section 391 of the Companies Act, 1956 and any other applicable provisions of the Act shall be deemed to be sufficient and no further resolution of members of FRL as required under the provisions of Section 13 and 14 of the Companies Act, 2013 and any other applicable provisions of the Act shall be required to be passed for making such change / amendment in the Memorandum of Association of the Resulting Company.

39 SEVERABILITY

39.1 Each Section of the Scheme shall be given effect to as per the chronology in which it has been provided for in the Scheme. Each part in each Section is independent of each Section and is severable. However, failure of any one part of one Section for lack of necessary approval from the shareholders / creditors / statutory regulatory authorities or for any other reason that the Board of Directors may deem fit than this shall not result in the whole Scheme failing. It shall be open to the Board of Directors concerned to consent to sever such part(s) of the Scheme and implement the rest of the Scheme with such modification.

40 COSTS, CHARGES AND EXPENSES

40.1 All costs, charges, and all expenses of the Transferor Company, the Demerged Company and the Resulting Company arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne and paid by the Transferor Company and the Resulting Company as mutually agreed between them.

SCHEDULE I

LIST OF PERMITTED ENCUMBRANCES

Serial No.	Case Reference	Name of counterparty	Immovable property involved	Land in acres/ Amount in Rupees involved
1.	O.S. 11 of 2016	K. Pochaya	S.No. 127 Advi Majeed Village, Mulugu Mandal, Medak District	1.17 acres
2.	O.S. No. 225/2009	B. Chandra	S.No. 139/2 Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	0.1 acres
3.	I.A. No. 1130 / 2009	B. Chandra	S.No. 139/2 Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	0.1 acres
4.	I.A. No. 1161 / 2009	B. Chandra	S.No. 139/2 Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	0.1 acres
5.	I.A. No. 1081 /	B. Chandra	S.No. 139/2	0.1 acres



	2009		Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	
6.	Caveat	B. Chandra	S.No. 139/2 Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	0.1 acres
7.	Order in ROC.A/26/2010 Dt. /09/2010 issued by Tahasildar, Shanthipuram Mandal	Revenue Divisional Office, Madanapalli	S.No. 139/2 Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	INR 3,11,092
8.		Revenue Divisional Office, Madanapalli	S.Nos: 134/3, 138/3, 136/3, 138/1B. Chittor District, Kuppam Sub Reg. District Santhipuram Revenue Mandal Mattam Grampanchayat, No. 28 Gundisettipalli Village	6.86 acres

9. Financial Lease:

HFL has acquired Servers and related accessories from CISCO SYSTEMS (INDIA) PVT LTD on a financial lease starting June 10, 2015 for a period of 60 months ending March 10, 2020. Installments are paid on a quarterly basis for which post-dated cheques have been issued to CISCO SYSTEMS (India) PVT LTD. The Principal outstanding as on October 31, 2016 is INR 1,31,48,034 (One crore Thirty one lakhs Forty eight thousand and Thirty four Rupees).



**Valuation Certificate ('Certificate') of Retail Undertaking and
VetCa Undertaking of Heritage Foods Limited ('HFL')**

Raju & Prasad Chartered Accountants

401, Diamond House, Adj. Amrutha Hills, Punjagutta, Hyderabad

Phone No: 23410404/405/406, e-mail: hyderabad@rajuandprasad.com

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rajuandprasad@gmail.com

Date: 07.11.2016

To,
The Board of Directors,
Heritage Foods Limited,
Hyderabad.

Dear Sirs,

Sub: Valuation Certificate of Retail Undertaking and VetCa Undertaking of Heritage Foods Limited as on 31.10.2016.

In connection with the proposed business reorganisation of Heritage Foods Limited by way of slump sale of the Retail Undertaking and the VetCa Undertaking its wholly owned subsidiaries to Heritage Foods Retail limited, we, M/s Raju & Prasad Chartered Accountants have been requested to issue valuation certificate of Retail and VetCa Undertakings.

Based on the discussions with the management and procedures carried out by us on the information received from the management we certify that the value of Retail and VetCa Undertakings of Heritage Foods limited as per Net Asset Method (using book values) as at 31.10.2016 (Closing Hours) is **Rs. 134.49 Crores**.

Please feel free to contact us for any further clarification/information.

We thank the management and employees of the company for the cooperation extended.

Thanking You,
Yours sincerely,

For Raju & Prasad
Chartered Accountants

Y. Bala Krishna Reddy

Y. Bala Krishna Reddy

Partner

M. No: 223701.



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RAJU & PRASAD
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1. Introduction

Heritage Foods Limited (Formerly Known as Heritage Foods (India) Limited) (**hereinafter referred to as "Transferor Company" or "HFL"**) has six business verticals (i.e. Dairy, Retail, Agri, Bakery, Renewable Energy and VetCa). The management of HFL has proposed to reorganise the business of the company by way of slump sale of Retail Undertaking (comprising of Retail, Agri and Bakery Business verticals) and VetCa Undertaking to Heritage Foods Retail Limited (**hereinafter Referred to as "Transferee Company" or "HFRL"**). In connection with this proposed reorganisation of business, the management of the company has requested, M/s Raju & Prasad Chartered Accountants for issuing Valuation Certificate of Retail Undertaking and VetCa Undertaking as at 31.10.2016 (Closing hours).

2. Heritage Foods Limited ("Transferor Company" or "HFL")

HFL is a public limited company incorporated under the Companies Act, 1956 (CIN: L15209TG1992PLC014332) and having its registered office at #6-3-541/ C, Punjagutta, Hyderabad - 500082. The equity shares of HFL are listed on the BSE Limited (Stock Code: 519552) and the National Stock Exchange (Stock Code: HERITGFOOD). The paid-up equity share capital of HFL is 2,31,99,000 equity shares of Rs. 10 each. HFL has 6 (six) business verticals:

- a) **Dairy Business Vertical** – HFL produces, outsources and markets a complete range of dairy products including fresh milk, curd, buttermilk, ice creams and other value added products across various states in India.
- b) **Retail Business Vertical** – HFL is engaged in the grocery and food retail business, undertaken from its dedicated retail stores.
- c) **Agri Business Vertical** – HFL is engaged in the business of sourcing, processing and marketing fresh fruits and vegetables. This business vertical acts as the supply chain arm for the Retail Undertaking vertical while also supplying the products to other retail chains and stores.
- d) **Bakery Business Vertical** – HFL is engaged in the business of manufacturing and supplying bakery products to other customers, besides HFL retail outlets.
- e) **Veterinary Care Business Vertical (VetCa)** – HFL supplies cattle feed to dairy farmers and general traders and maize to poultries and distilleries.
- f) **Renewable Energy Business Vertical** – HFL is engaged in the production of solar energy (2.34 MW) and wind energy (4.2 MW) for captive consumption.

The Retail Undertaking comprises the retail business vertical, the agri business vertical, and the bakery business vertical. The VetCa Undertaking comprises the veterinary care business vertical.

3. Heritage Foods Retail Limited ("Transferee Company" or "HFRL")

HFRL is a public limited company incorporated under the Companies Act, 1956 (CIN:U15400TG2008PLC062054) and having its registered office at #6-3-541 / C, Punjagutta, Hyderabad - 500082 for undertaking the activities of trading and dealing in goods and produce, and processing, packaging and selling agri products. Paid up share capital of HFRL is 1,65,600 equity shares of Rs. 10/- each. HFRL is a wholly owned subsidiary of HFL. HFRL has not commenced its commercial operations.

4. Proposed reorganisation of Business:

We understand that the management of HFL intends to reorganise company's business by way of slump sale, as defined under the provisions of section 2(42C) of the Income-tax Act, of the Retail Undertaking and the VetCa Undertaking to its wholly owned subsidiary, Heritage Foods Retail limited for a consideration to be received in the form of equity shares of HFRL. The proposed reorganisation of business is going to be carried out through a scheme of arrangement



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under Section 391 to 394 read with Section 100 to 103 of Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other provisions of Companies Act, 2013, and Companies Act, 1956, as applicable.

According to the explanations provided to us and as per Part II of Composite Scheme of Arrangement, the reorganisation of business provide greater business attention and focus on the dairy and renewable energy business verticals which have high growth potential, which may result in increasing the profitability while simultaneously attracting strategic partners and lenders for the retail, agri and bakery business verticals of HFL and creating long term value for the various stakeholders. In addition, the veterinary care business vertical will be restructured into wholly owned subsidiary to unlock value. Accordingly, the management of HFL and HFRL are of the opinion that the Retail Undertaking (comprising the retail business vertical, the agri business vertical and the bakery business vertical) and the VetCa Undertaking (comprising the veterinary care business vertical) should be transferred on a going concern to a wholly owned subsidiary (HFRL) of HFL.

5. Scope of the assignment

Scope of the present assignment is to certify the value of the Retail and VetCa Undertakings as per Net Asset Method (Using Book Values) as at 31.10.2016 (Closing Hours).

6. Procedures

In this connection, we would like to state that we had relied on the information and explanations given to us by the management of the company. The procedures used in our analysis included such substantive steps as we considered necessary under the circumstances, including, but not necessarily limited to the following:

- 6.1 Considered the audited financial statements of HFL for the year ended 31st March 2016.
- 6.2 Considered Unaudited Financial Results of the company for the quarter ended 30th September, 2016.
- 6.3 Considered and relied on carved out financial statements of Retail and VetCa undertakings as at 31st October, 2016 as prepared and given by the management.
- 6.4 Interviews, correspondence with the management, explanations and representations given by the management, on which we have relied.
- 6.5 Such other analysis, reviews and inquiries, as we considered necessary.

7. Value of the Retail and VetCa Undertakings

Value Conclusion: On the basis of the procedures carried out by us on the information received and as per Net Asset Method (Using Book Values) we certify that the value of Retail and Vetca Undertakings as at 31.10.2016 (Closing Hours) is **Rs.134.49 Crores**.

8. Limitations and Disclaimer

- 8.1 We have relied upon the information, data and explanations detailed in paragraphs above for certifying value of the Retail Undertakings and VetCa Undertakings in connection with the proposed reorganisation.
- 8.2 We have not considered the value of brands, trademarks, logos, Intellectual Property Rights (IPR's), copy rights or any assets of similar nature as their values are not captured in the books of accounts.



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- 8.3 Provisions relating to employee benefits namely Gratuity and Leave Encashment have been made on an adhoc basis.
- 8.4 Contingent liabilities in the nature of tax disputes and export obligation related to Retail Undertaking were not reduced from the value of the undertakings and value has been arrived based only on the liabilities which are already accounted.
- 8.5 For arriving at the value, we have used financial and other information provided by the Management, which we believe to be reliable; our conclusions are dependent on such information being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the financial and other information provided to us by the Management. We have, therefore, not carried out any due diligence, review, physical verification of assets, independent audit or other test or validation of such financial and other information to establish the accuracy or sufficiency of the financial statements referred to above or of the information, explanations and representations provided to us. We have thus relied upon the unaudited financials of HFL provided to us as on 31.10.2016. Accordingly, we do not express any opinion or any other form of assurance thereon and accept no responsibility for the same.
- 8.6 The Retail and VetCa Undertakings of HFL is proposed to be transferred to HFRL with effect from the Appointed Date (i.e. 1st Nov, 2016) and we have considered the financial statements of HFL and carved out financial statements of the Retail and VetCa Undertaking as at 31st October, 2016. The Management has explained that the Business would be carried on in due course of business from the Appointed Date and subsequently, till the Scheme is approved. The Management has represented that financial statements of HFL and the carved out financial statement of the Retail and VetCa Undertakings as at 31st October, 2016, provided to us, include all disclosures necessary for a fair presentation of its financial position and results of operations in accordance with generally accepted accounting principles in India consistently applied, and disclosures otherwise required by the laws and regulations to which they are subject.
- 8.7 Our scope of work is limited to certifying the value of the Retail and VetCa Undertakings as per Net Asset Method (Using Book Values). Our report is not, nor should it be construed as, our opining or certifying the compliance of the proposed scheme with the provisions of any law including Companies Act, FEMA and taxation related laws etc., or as regards any legal implications or issues arising from such proposed demerger.
- 8.8 The fee for this engagement is not contingent upon the results of the Valuation Certificate.
- 8.9 We have not considered valuation methodologies other than 'Net Assets Method (Using book values)' in arriving at the value of Retail and VetCa Undertakings.
- 8.10 We owe responsibility to only the Board of Directors of the Companies which has appointed us, and nobody else. We do not accept any liability to any third party in relation to the issue of this Report. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose. It is understood that this analysis does not represent a fairness opinion. The report is confidential and has been prepared exclusively for the Client namely, Heritage Foods Limited. It should not be used or relied upon by, reproduced or circulated to any other person or for any purpose other than as mentioned above, in whole or in part, without our prior written consent. Such consent will only be given after full consideration of the circumstances at the time.



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Dated: 7 November 2016

To

The Board of Directors	The Board of Directors
Heritage Foods Limited #6-3-541/C, Panjagutta, Hyderabad - 500 082, Telangana	Future Retail Limited Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060

Sub: Recommendation of Share Entitlement for the proposed demerger of identified divisions of Heritage Foods Limited into Future Retail Limited after the proposed spin-off of these divisions into a wholly owned subsidiary of Heritage Foods Limited

Dear Sir / Madam,

We refer to the engagement letter whereby Heritage Foods Limited (hereinafter referred to as "HFL") and Future Retail Limited (hereinafter referred to as "FRL") have requested S. R. Batliboi & Co. LLP (hereinafter referred to as "SRBC") for recommendation of number of equity shares to be issued by FRL as consideration for the proposed demerger of identified divisions of HFL into FRL after the proposed spin-off of these divisions into a wholly owned subsidiary of HFL ("Share Entitlement").

HFL and FRL are hereinafter jointly referred to as the "Companies". The Share Entitlement for this report refers to number of equity shares of face value of INR 2/- each of FRL, which would be issued to HFL in lieu of their proposed demerger of identified divisions into FRL.

SCOPE AND PURPOSE OF THIS REPORT

Future Retail Limited operates retail stores across India under the Big Bazaar, easyday, Foodhall, Hometown and ezone brands. FRL is listed on the Bombay Stock Exchange and the National Stock Exchange. For the year ended 31 March 2016, FRL reported operating revenues of INR 68,450 mn and a profit after tax of INR 145 mn.

Heritage Foods Limited is engaged in the dairy, retail, agri-products, veterinary care, bakery and renewable energy businesses in India. It is listed on the Bombay Stock Exchange and the National Stock Exchange. For the year ended 31 March 2016, HFL reported operating revenues of INR 23,806 mn and a profit after tax of INR 554 mn.



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HFL is proposing to spin-off its retail, bakery, agri and veterinary operations into a wholly owned subsidiary. Subsequently, HFL is proposing to demerge the retail, bakery and agri businesses (together referred to as "Divisions") into FRL for a consideration in the form of shares of FRL. We understand that this process would take place under the provisions of the Companies Act, 1956.

For the aforesaid purpose, the Board of Directors of HFL and FRL have appointed SRBC to submit a Share Entitlement Report for recommending the Share Entitlement, for the issue of FRL's equity shares to HFL, to be placed before the Audit Committee/ Board of Directors of the Companies.

We have been provided with historical unaudited financials of the Divisions of HFL, which is carved out from the audited / unaudited financials of HFL, upto 30 June 2016. We have taken into consideration the current market parameters in our analysis and have made adjustments for additional facts made known to us till the date of our Report.

This Report is our deliverable for the above engagement.

This Report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information as received from the Companies:

- Unaudited statement of profit and loss and statement of assets and liabilities of Divisions for FY13, FY14, FY15 and FY16 which are carved out from the financials of HFL
- Unaudited statement of profit and loss and statement of assets and liabilities of Divisions of HFL for three months ended 30 June 2016 which are carved out from the unaudited financials of HFL
- Forecast financial statements and underlying assumptions for the Divisions from 1 July 2016 to 31 March 2021;
- Other information and documents for the purpose of recommendation of the Share Entitlement.

Apart from the above, publicly available information and proprietary data bases subscribed to by us were utilized for analyzing the industry.

During the discussions with the Management of both Companies, we have also obtained explanations and information considered reasonably necessary for our



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exercise from the Companies we have valued respectively. The Companies have been provided with the opportunity to review the draft Report (excluding the recommendation for Share Entitlement) as part of our standard practice to ensure that factual inaccuracy / omissions are avoided in our final Report.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates.

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the date of this Report and (iii) are based on the unaudited balance sheet of the Divisions as at 30 June 2016.

The Management of respective Companies have represented to us that the business activities of HFL and FRL including their subsidiaries and associates, as applicable, have been carried out in the normal and ordinary course between 30 June 2016 and the Report date and that no material adverse change has occurred in their respective operations and financial position between 30 June 2016 and the Report date.

A valuation of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this Report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into accounts all the relevant factors. There will always be several factors, e.g. quality and integrity of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognised in judicial decisions.

The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Companies (or their representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which



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specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

The determination of Share Entitlement is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single result. While we have provided our recommendation of the Share Entitlement based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Entitlement. The final responsibility for the determination of the Share Entitlement at which the proposed demerger shall take place will be with the Board of Directors of the respective Companies, who should take into account other factors such as their own assessment of the proposed demerger and input of other advisors.

In the course of the valuation, we were provided with both written and verbal information, including market, financial and operating data of the respective Companies. In accordance with the terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report and (ii) the accuracy of information made available to us by the Companies. In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed or otherwise investigated the historical financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Management of the Companies that they have not omitted any relevant and material factors about the Companies and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our recommendations are based on the assumptions and information given by/ on behalf of the Companies. The Management of the Companies has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the information furnished by the Companies and their impact on the Report. Nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operation unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the



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audited/unaudited balance sheet of the Companies. Our recommendation of value assumes that the assets and liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the Report date.

We are not advisors with respect to legal, tax and regulatory matters for the proposed demerger. This Report does not look into the business/ commercial reasons behind the proposed demerger nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the proposed demerger as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

The valuation and result are governed by concept of materiality. The financial forecasts used in the preparation of the report reflects Management's judgement, based on present circumstances, as to the most likely set of conditions and the course of action it is most likely to take. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period will almost always differ from the forecasts and as such differences may be material. To the extent that our recommendations are based on forecasts, we express no opinion on the achievability of those forecasts.

The fee for the engagement is not contingent upon the recommendation of this Report. We owe responsibility to only the Boards of Directors of the respective Companies that have appointed us under the terms of our engagement letter and nobody else. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion.

This Report is subject to the laws of India.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of Arrangement, without our prior written consent. In addition, this Report does not in any manner address the prices at which equity shares of the Companies will trade following announcement of the proposed demerger and we express no opinion or recommendation as to how the shareholders of either Companies should vote at any shareholders' meeting(s) to be held in connection with the proposed demerger.

APPROACH – BASIS OF DEMERGER

The proposed Scheme of Arrangement contemplates the demerger of the Divisions of HFL into FRL. Arriving at the Share Entitlement for the proposed demerger of the Divisions of HFL into FRL would require determining the relative value of the



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identified divisions of HFL and the equity shares of FRL. These values are to be determined independently but on a relative basis, and without considering the current proposed demerger.

There are several commonly used and accepted methods for determining the Share Exchange for the proposed demerger, which have been considered in the present case, to the extent relevant and applicable, including:

1. Market Price method
2. Comparable Companies Quoted Multiples method
3. Discounted Cash Flows method
4. Net Asset Value method

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of Companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Market Price ("MP") Method

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.



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Since the equity shares of FRL are listed on the Bombay Stock Exchange and the National Stock Exchange, we have considered it appropriate to use the Market Price Method for valuing the shares of FRL. The valuation under this method is as per the Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations. This method could not be used for the Divisions.

Comparable Companies' Quoted Multiple ("CCM") Method

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

We have not used this methodology for the valuation of FRL as corporate actions involving FRL in the past one year have affected the historical revenue and profitability and these are not representative of the current operations of FRL as noted in recent quarterly performance reported. We have not used this methodology for the valuation of the Divisions directly, but have applied the CCM method as a part of the approach under DCF method, as the current performance is not normative as per the Management of HFL.

Discounted Cash Flows ("DCF") Method

Under the DCF method, the projected free cash flows to the equity shareholders are discounted at the cost of equity. The sum of the discounted value of such free cash flows is the value of the firm. Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to the providers of the company's equity capital.

Appropriate discount rate to be applied to cash flows i.e. the weighted average cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to the providers of capital. The opportunity cost to the equity capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have used the DCF method for our valuation of Divisions by using the projections provided to us by the Management.



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Net Asset Value ("NAV") Method

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in case where the firm is to be liquidated i.e. it does not meet the "going concern" criteria or in case where the assets base dominate earnings capability. A Scheme of Arrangement would normally be proceeded with, on the assumption that the demerged business will continue on a going concern basis and an actual realization of the operating assets is not contemplated. The operating assets have therefore been considered at their book values. In such a going concern scenario, the relative earning power is of importance, with the values arrived at on the net asset basis being of limited relevance.

Since the value of the Divisions and of FRL is largely driven by intangibles which are not captured in historical financials, NAV methodology has not been considered.

BASIS OF DEMERGER

As a precursor to the demerger, the Divisions of HFL are being spun-off into a wholly owned subsidiary of HFL, Heritage Foods Retail Limited ("HFRL"). We have been informed by the HFL Management that the transfer of the Divisions was done at book values. We have not verified the book values of the assets being transferred and have taken the HFL Management's representation for the same.

The basis of demerger of the Divisions into FRL would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. As discussed above, we have applied DCF method in the case of the Divisions and Market Price method in the case of FRL to value the Divisions and FRL. Suitable rounding off may have been done in the values arrived at for the purpose of arriving at a whole number recommendation.

We have thus arrived at an enterprise value of Rs. 3,100.5 mn for the Divisions and a corresponding value of Rs. 2,955.7 mn after adjusting for debt, cash and surplus assets.

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we consider that the Share Entitlement of equity shares for the demerger of Divisions of HFL into FRL post spinoff into HFRL should be 17,881,890 (Seventeen million, Eight hundred and Eighty One thousand, Eight hundred and Ninety) equity shares of FRL (of INR 2/- each fully paid up) considering a value of Rs. 165.29 per share of FRL, to be issued to HFL, in its capacity as the shareholder of HFRL.



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For reference purposes, at a value of Rs. 2,950.0 mn, the number of shares to be issued would be 17,847,420 (Seventeen million, Eight hundred and Forty Seven thousand, Four hundred and Twenty) equity shares of FRL, while at a value of Rs. 2,960.0 mn, the number of shares to be issued would be 17,907,919 (Seventeen million, Nine hundred and Seven thousand, Nine hundred and Nineteen) equity shares of FRL.

Respectfully submitted,

S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



Ravi Bansal

Partner

Membership No:49365



Place: Mumbai

Date: 7 November 2016



Report of the Audit Committee of Heritage Foods Limited (Company) recommending the draft Composite Scheme of Arrangement among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their Respective Shareholders and Creditors

The Committee was informed about the proposal to transfer the Retail, Agri & Bakery division of Heritage Foods Retail Limited to Future Retail Limited by leaving VetCa division in its wholly owned subsidiary company by way of demerger. All the above process shall be completed in a composite scheme of arrangement where as the Future Retail Limited shall issue the shares in a consideration of the business to the share holders of Heritage Foods Retail Limited (i.e. Heritage Foods Limited).

The Scheme inter-alia provides for:

1. Slump Sale of Retail Business (comprising of grocery & food retail business, agri sourcing, processing & marketing business and bakery business) and Veterinary Care Business of the Company into HFRL;
2. Demerger of Retail Business from HFRL into FRL; and
3. Reduction of paid up equity share capital of HFRL.

The Committee was also informed that as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 listed Companies are required to place the following reports before its Audit Committee:

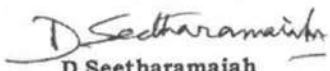
1. Net Asset Valuation Certificate of Retail, Agri, Bakery & VetCa division of the Company submitted by M/s. Raju & Prasad, Statutory Auditor of the Company.
2. Draft Valuation Report of Swap Ratio of shares submitted by M/s. S.R. Batliboi & Co. LLP, Hyderabad.
3. Draft Composite Scheme of Arrangement among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their Respective Shareholders and Creditors.

The arrangement under this Scheme would benefit all stakeholders of the Transferor Company and will not be detrimental to public. Further, the proposed arrangement would inter alia achieve the following objectives:

- i. facilitate each business to be effectively integrated for achieving growth for each of the verticals independently;
- ii. enhance management focus and operational flexibility;
- iii. facilitate investment by strategic players;
- iv. create a platform to enhance financial flexibility to pursue growth;
- v. consolidation of the Retail operations of FRL and HFRL;
- vi. unlocking of value; and
- vii. synergies expected to bring in cost savings in the marketing, selling and distribution expenses for FRL

The Members of the Committee reviewed, noted the above reports and recommend to the Board for their approval.

For Heritage Foods Limited


D Seetharamaiah
Chairman of the Audit Committee

Dt: 07/11/2016
Place: Hyderabad



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



Private and Confidential

KEYNOTE

November 07, 2016

The Board of Directors**Future Retail Limited**

Knowledge House, Shyam Nagar
Off Jogeshwari - Vikhroli Link Road
Jogeshwari (E), Mumbai - 400060

And

The Board of Directors**Heritage Foods Limited**

6-3-541/C, Panjagutta
Hyderabad - 500080
Telangana, India

Dear Sir/Madam,

Reg: Fairness Opinion towards the valuation for the proposed demerger of the Retail, Agri & Bakery Divisions of Heritage Foods Limited ("HFL"), through its subsidiary Heritage Foods Retail Limited ("HFRL"), into Future Retail Limited ("FRL").

Keynote Corporate Services Limited ("**Keynote**" or "**we**" or "**us**") is Category I Merchant Banker registered with Securities Exchange Board of India ("SEBI"). We have been requested to issue a report on fairness of the valuation of the proposed demerger with respect to draft Composite Scheme of Arrangement between Future Retail Limited ("FRL") and Heritage Foods Limited ("HFL"), Heritage Foods Retail Limited ("HFRL") and their respective shareholders and creditors. We have perused the documents/ information provided by you in respect of the said Arrangement and the Valuation Report as issued by **S. R. Batliboi & Co. LLP** (hereafter referred to as "**Batliboi**") dated November 07, 2016 and state as follows:

Company Profile:

Future Retail Limited is the flagship company of Future Group. FRL currently operates multiple retail formats in hypermarket, supermarket and home segments of the Indian consumer market including; Big Bazaar (hypermarket chain); FBB (Fashion at Big Bazaar); Food Bazaar (supermarket chain); Foodhall (Premium lifestyle food destination); easyday (Consumer retail department stores); Home Town (Home Improvement Store) and eZone (High end consumer electronics specialty store).

Heritage Foods Limited founded in the year 1992 is one of the fastest growing private sector enterprises in India, with six business verticals viz., Dairy, Retail, Agri, Bakery, Renewable Energy and VetCa. Presently Heritage dairy has market presence in Telangana, Andhra Pradesh, Karnataka, Kerala, Tamil Nadu, Maharashtra, Odisha, Haryana and Delhi NCR. 113,500 retail outlets sell Heritage Products in all these states and it has 124 Heritage Fresh retail stores across Hyderabad, Chennai and Bangalore. Integrated Agri pack houses are in Chittoor in Andhra Pradesh and Medak in Telangana and these serve the Heritage Fresh retail stores. The company has a bakery production facility in Hyderabad. Under the Renewable Energy vertical, the company has one solar (2.34 MW) and two wind (4.2 MW) power projects for captive consumption of its dairy factories.



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Keynote Corporate Services Limited

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CIN - L67120MH1993PLC072407

KEYNOTE

Transaction background: Future Retail Limited proposes to acquire three divisions - Retail, Agri and Bakery from the wholly owned subsidiary - HFRL of Heritage Foods Limited. FRL shall be discharging the consideration by issuing the FRL shares to the shareholders of HFRL ("Transaction").

Rationale of the Report:

We have been informed that, pursuant to a Scheme of Arrangement under Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 (hereinafter referred to as "the Scheme") and subject to necessary approvals, the "Demerged Undertaking" of HFRL, comprising of Retail, Agri and Bakery Divisions and Vetca Division "of HFL being transferred to HFRL as part of Slump Sale and Retail, Agri and Bakery Divisions would be demerged into FRL.

In this regard, we have been requested to suggest a Fairness Opinion on the valuation for the proposed demerger of "Retail, Agri and Bakery Divisions" of HFL, through its subsidiary HFRL, into FRL.

Sources of Information:

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information:

- Valuation Report by S. R. Batliboi & Co. LLP dated November 07, 2016;
- Historical Financial statements of the Retail, Agri and Bakery divisions of HFL for the year ended March 31, 2015 and year ended March 31, 2016;
- Projected Financials of the Retail, Agri and Bakery divisions of HFL for FY 2016-17 to FY 2020-21;
- Draft Scheme of Arrangement;
- Other relevant information/documents regarding HFL including information available through public domain

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our analysis.

Our Recommendation:

As stated in the Valuation Report, S. R. Batliboi & Co. LLP has recommended the following:

Demerger of "Retail, Agri and Bakery Divisions" of HFL into FRL: "Considering Rs.165.29/share as the highest price, the number of shares to be issued to HFL by FRL based on a combined equity value of Rs. 2,955.7 million of the Retail, Agri and Bakery Divisions should be 17,881,890 equity shares. For reference purposes, at a value of Rs. 2,950.0 mn, the number of shares to be issued would be 17,847,420 equity shares of FRL, while at a value of Rs. 2,960.0 mn, the number of shares to be issued would be 17,907,919 equity shares of FRL".

The aforesaid arrangement shall be pursuant to the Draft Composite Scheme of Arrangement and shall be subject to receipt of approval from the Jurisdictional High Court of Bombay and Hyderabad and other statutory approvals as may be required. The detailed terms and conditions of the demerger are more fully set forth in the Draft Scheme of Arrangement. Keynote has issued the fairness opinion with the understanding that Draft Scheme of Arrangement shall not be materially altered and the parties hereto



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CIN - L67120MH1993PLC072407

KEYNOTE

agree that the Fairness Opinion would not stand good in case the final Scheme of Arrangement alters the transaction.

Based on the information, data made available to us, including the Valuation Report, to the best of our knowledge and belief, the valuation as suggested by S. R. Batliboi & Co. LLP proposed under the Scheme of Arrangement is fair in our opinion.

Exclusions and Limitations:

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by HFL for the purpose of this opinion. With respect to the estimated financials provided to us by the managements of HFL, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the managements of HFL. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the assets of HFL. We have solely relied upon the information provided to us by HFL. We have not reviewed any books or records of HFL (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of HFL and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of HFL. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of HFL with respect to these matters. In addition, we have assumed that the Draft Scheme of Arrangement will be approved by the regulatory authorities and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme of Arrangement.

We understand that the managements of FRL and HFL during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary regulatory or other consents or approvals for the Draft Scheme of Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that FRL and HFL may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving FRL & HFL or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to FRL and HFL for providing a fairness opinion on the proposed transaction and will receive professional fees for our services.



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CIN - L67120MH1993PLC072407

KEYNOTE

In the ordinary course of business, Keynote is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Keynote may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the transaction.

It is understood that this letter is solely for the benefit of and confidential use by the Board of Directors of FRL and HFL for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, Statute, Act, guideline or similar instruction. Management of FRL and HFL should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to FRL's or HFL's underlying decision to effect to the proposed transaction or as to how the holders of equity shares or preference shares or secured or unsecured creditors of FRL and HFL should vote at their respective meetings held in connection with the transaction. We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of FRL and HFL will trade following the announcement of the transaction or as to the financial performance of FRL and HFL following the consummation of the transaction.

In no circumstances however, will Keynote Corporate Services Limited or its associates, directors or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on Keynote Corporate Services Limited or its associates, directors or employees by any third party, FRL, HFL and their respective affiliates shall indemnify them.

For KEYNOTE CORPORATE SERVICES LTD



Nipun Lodha
Executive Vice-President & Head- Corporate Finance
SEBI Registration No. INM000003606
(Merchant Banker)

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Keynote Corporate Services Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
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CIN-L67120MH1993PLC072407



Shareholding Pattern Under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

1. Name of Listed Entity: HERITAGE FOODS LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 519552, HERITGFOOD, EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)© - **Pre Scheme of Arrangement**
Based on 30th September, 2016

a. if under 31(1)(b) then indicate the report for quarter ending 30/09/2016

b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a Whether the Listed Entity has issued any partly paid up shares		✓
b Whether the Listed Entity has issued any Convertible Securities or Warrants?		✓
c Whether the Listed Entity has any shares against which depository receipts are issued?		✓
d Whether the Listed Entity has any shares in locked-in?		✓
e Whether any shares held by promoters are pledge or otherwise encumbered?		✓

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

- 5 The tabular format for disclosure of holding of specified securities is as follows:



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	
(A)	Promoter & Promoter Group	14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846
(B)	Public	16211	13942154	0	0	13942154	60.10	13942154	0	13942154	60.10	0	60.10	0	0.00	NA	NA	12931876
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	16225	23199000	0	0	23199000	100.00	23199000	0	23199000	100.00	0	100.00	0	0.00	0	0.00	22188722



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Sharehold ers	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)		No.	As a % of total Shares held	No.	As a % of total Shares held		
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)		
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		13	8033046	0	0	8033046	34.63	8033046	0	8033046	34.63	0	34.63	0	0.00	0	0.00	8033046
	RAMAKRISHNA NANDAMURI	AAXPN3217H	1	200	0	0	200	0.00	200	0	200	0.00	0	0.00	0	0.00	0	0.00	200
	V NAGA RAJA NAIDU	AAZPV1250G	1	50000	0	0	50000	0.22	50000	0	50000	0.22	0	0.22	0	0.00	0	0.00	50000
	NARA BHUVANESWARI	ABIPN9761E	1	5330826	0	0	5330826	22.98	5330826	0	5330826	22.98	0	22.98	0	0.00	0	0.00	5330826
	NANDAMURI VASUNDARA	ABSPV2912K	1	6400	0	0	6400	0.03	6400	0	6400	0.03	0	0.03	0	0.00	0	0.00	6400
	NARA LOKESH	ACBPN2492G	1	2366400	0	0	2366400	10.20	2366400	0	2366400	10.20	0	10.20	0	0.00	0	0.00	2366400
	A SIVA SANKARA PRASAD	ACDPA8584E	1	800	0	0	800	0.00	800	0	800	0.00	0	0.00	0	0.00	0	0.00	800
	KATHYA N P	ACOPN8388A	1	30000	0	0	30000	0.13	30000	0	30000	0.13	0	0.13	0	0.00	0	0.00	30000
	DURGA RAMAKRISHNA N P	ACPPN5586R	1	20000	0	0	20000	0.09	20000	0	20000	0.09	0	0.09	0	0.00	0	0.00	20000
	NANDAMURI BALAKRISHNA	ACSPN8634M	2	7420	0	0	7420	0.03	7420	0	7420	0.03	0	0.03	0	0.00	0	0.00	7420
	RAMAKRISHNA N P	ADEPN3196M	1	100000	0	0	100000	0.43	100000	0	100000	0.43	0	0.43	0	0.00	0	0.00	100000
	NEELIMA N P	ADNPN3297Q	1	20000	0	0	20000	0.09	20000	0	20000	0.09	0	0.09	0	0.00	0	0.00	20000
	N BRAHMANI	AERPNI12P	1	101000	0	0	101000	0.44	101000	0	101000	0.44	0	0.44	0	0.00	0	0.00	101000
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		1	1223800	0	0	1223800	5.28	1223800	0	1223800	5.28	0	5.28	0	0.00	0	0.00	1223800
	MEGABID FINANCE & INVESTMENT PVT LTD	AACCM1232H	1	1223800	0	0	1223800	5.28	1223800	0	1223800	5.28	0	5.28	0	0.00	0	0.00	1223800
	Sub-Total (A)(1)		14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846
(2)	Foreign																		
	Individuals (Non-Resident Individuals /Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)		No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total							
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds		31	1338155	0	0	1338155	5.77	1338155	0	1338155	5.77	0	5.77	0	0.00	NA	1320155
	SUNDARAM MUTUAL FUND A/C																	
	SUNDARAM SMILE FUND	AAAT525548	8	813226	0	0	813226	3.51	813226	0	813226	3.51	0	3.51	0	0.00	NA	813226
	TATA REGULAR SAVINGS EQUITY FUND	AAAT0570A	7	265900	0	0	265900	1.15	265900	0	265900	1.15	0	1.15	0	0.00	NA	265900
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(e)	Foreign Portfolio Investors		14	1327021	0	0	1327021	5.72	1327021	0	1327021	5.72	0	5.72	0	0.00	NA	1327021
	DORIC ASIA PACIFIC SMALL CAP (MAURITIUS) LIMITED	AACCD8654J	1	358000	0	0	358000	1.54	358000	0	358000	1.54	0	1.54	0	0.00	NA	358000
	EM RESURGENT FUND	AACCE5562C	1	440725	0	0	440725	1.90	440725	0	440725	1.90	0	1.90	0	0.00	NA	440725
(f)	Financial Institutions/Banks		2	2340	0	0	2340	0.01	2340	0	2340	0.01	0	0.01	0	0.00	NA	2340
(g)	Insurance Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(i)	Any Other																	
	Sub Total (B)(1)		47	2667516	0	0	2667516	11.50	2667516	0	2667516	11.50	0	11.50	0	0.00	NA	2649516
(2)	Central Government/State Government(s) /President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(3)	Non-Institutions																	
(a)	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs		14792	4008950	0	0	4008950	17.28	4008950	0	4008950	17.28	0	17.28	0	0.00	NA	3209772
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		28	3254651	0	0	3254651	14.03	3254651	0	3254651	14.03	0	14.03	0	0.00	NA	3154651
	ALOK AGARWAL	AAGPA7518M	1	298000	0	0	298000	1.28	298000	0	298000	1.28	0	1.28	0	0.00	NA	298000
	KAMAL SHYAMSUNDER KABRA	AAJPK7840D	1	246000	0	0	246000	1.06	246000	0	246000	1.06	0	1.06	0	0.00	NA	246000
	V SUDHA SARADA .	AANPV7215K	1	1162250	0	0	1162250	5.01	1162250	0	1162250	5.01	0	5.01	0	0.00	NA	1162250
(b)	NBFCs Registered with RBI		1	30	0	0	30	0.00	30	0	30	0.00	0	0.00	0	0.00	NA	30
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
	Overseas Depositories (Holding DRs) (Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	0
(e)	Any Other																	
	TRUSTS		1	200	0	0	200	0.00	200	0	200	0.00	0	0.00	0	0.00	NA	200
	OVERSEAS CORPORATE BODIES		2	8000	0	0	8000	0.03	8000	0	8000	0.03	0	0.03	0	0.00	NA	0
	NON RESIDENT INDIANS		596	397647	0	0	397647	1.71	397647	0	397647	1.71	0	1.71	0	0.00	NA	325447
	CLEARING MEMBERS		166	86496	0	0	86496	0.37	86496	0	86496	0.37	0	0.37	0	0.00	NA	86496
	NRI NON-REPATRIATION		162	56177	0	0	56177	0.24	56177	0	56177	0.24	0	0.24	0	0.00	NA	56177
	BODIES CORPORATES		416	3462487	0	0	3462487	14.93	3462487	0	3462487	14.93	0	14.93	0	0.00	NA	3449587
	KEDIA SECURITIES PRIVATE LIMITED	AAACK1834H	1	234000	0	0	234000	1.01	234000	0	234000	1.01	0	1.01	0	0.00	NA	234000
	NIRVANA HOLDINGS PRIVATE LIMITED	AACCN8144M	1	2572842	0	0	2572842	11.09	2572842	0	2572842	11.09	0	11.09	0	0.00	NA	2572842
	Sub Total (B)(3)		16164	11274638	0	0	11274638	48.60	11274638	0	11274638	48.60	0	48.60	0	0.00		10282360
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		16211	13942154	0	0	13942154	60.10	13942154	0	13942154	60.10	0	60.10	0	0.00		12931876



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid-up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
(1)	Custodian/DR Holder			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0



Details of the shareholders acting as persons in Concert including their Shareholding:

Name of Shareholder	Name of PAC	No of shares	Holding%
RAMAKRISHNA NANDAMURI		200	0.00
V NAGA RAJA NAIDU		50000	0.22
NANDAMURI VASUNDARA		6400	0.03
A SIVA SANKARA PRASAD		800	0.00
KATHYA N P		30000	0.13
DURGA RAMAKRISHNA N P		20000	0.09
NANDAMURI BALAKRISHNA		6820	0.03
N BALAKRISHNA		600	0.00
RAMAKRISHNA N P		100000	0.43
NEELIMA N P		20000	0.09
N BRAHMANI		101000	0.44
Total:		335820	1.45





Shareholding Pattern Under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

1. Name of Listed Entity: HERITAGE FOODS LIMITED
2. Scrip Code/Name of Scrip/Class of Security: 519552, HERITGFOOD, EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)© - **Post Scheme of Arrangement**
Based on 30th September,2016

a. if under 31(1)(b) then indicate the report for quarter ending 30/09/2016

b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

		YES*	NO*
	Particulars		
a	Whether the Listed Entity has issued any partly paid up shares		✓
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		✓
c	Whether the Listed Entity has any shares against which depository receipts are issued?		✓
d	Whether the Listed Entity has any shares in locked-in?		✓
e	Whether any shares held by promoters are pledge or otherwise encumbered?		✓

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

- 5 The tabular format for disclosure of holding of specified securities is as follows:



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)			(IX)		(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846
(B)	Public	16211	13942154	0	0	13942154	60.10	13942154	0	13942154	60.10	0	60.10	0	0.00	NA	NA	12931876
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employees Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	16225	23199000	0	0	23199000	100.00	23199000	0	23199000	100.00	0	100.00	0	0.00	0	0.00	22188722



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Sharehold ers	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total (IX)	(X)	(XI)	(XII)		(XIII)		(XIV)	
(1)	Indian																		
(a)	Individuals/Hindu undivided Family		13	8033046	0	0	8033046	34.63	8033046	0	8033046	34.63	0	34.63	0	0.00	0	0.00	8033046
	RAMAKRISHNA NANDAMURI	AAXPN3217H	1	200	0	0	200	0.00	200	0	200	0.00	0	0.00	0	0.00	0	0.00	200
	V NAGA RAJA NAIDU	AAZPV1250G	1	50000	0	0	50000	0.22	50000	0	50000	0.22	0	0.22	0	0.00	0	0.00	50000
	NARA BHUVANESWARI	ABIPN9761E	1	5330826	0	0	5330826	22.98	5330826	0	5330826	22.98	0	22.98	0	0.00	0	0.00	5330826
	NANDAMURI VASUNDARA	ABSPV2912K	1	6400	0	0	6400	0.03	6400	0	6400	0.03	0	0.03	0	0.00	0	0.00	6400
	NARA LOKESH	ACBPN2492G	1	2366400	0	0	2366400	10.20	2366400	0	2366400	10.20	0	10.20	0	0.00	0	0.00	2366400
	A SIVA SANKARA PRASAD	ACDPA8584E	1	800	0	0	800	0.00	800	0	800	0.00	0	0.00	0	0.00	0	0.00	800
	KATHYA N P	ACOPN8388A	1	30000	0	0	30000	0.13	30000	0	30000	0.13	0	0.13	0	0.00	0	0.00	30000
	DURGA RAMAKRISHNA N P	ACPPN5586R	1	20000	0	0	20000	0.09	20000	0	20000	0.09	0	0.09	0	0.00	0	0.00	20000
	NANDAMURI BALAKRISHNA	ACSPN8634M	2	7420	0	0	7420	0.03	7420	0	7420	0.03	0	0.03	0	0.00	0	0.00	7420
	RAMAKRISHNA N P	ADEPN3196M	1	100000	0	0	100000	0.43	100000	0	100000	0.43	0	0.43	0	0.00	0	0.00	100000
	NEELIMA N P	ADNPN3297Q	1	20000	0	0	20000	0.09	20000	0	20000	0.09	0	0.09	0	0.00	0	0.00	20000
	N BRAHMANI	AERP8112P	1	101000	0	0	101000	0.44	101000	0	101000	0.44	0	0.44	0	0.00	0	0.00	101000
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		1	1223800	0	0	1223800	5.28	1223800	0	1223800	5.28	0	5.28	0	0.00	0	0.00	1223800
	MEGABID FINANCE & INVESTMENT PVT LTD	AACCM1232H	1	1223800	0	0	1223800	5.28	1223800	0	1223800	5.28	0	5.28	0	0.00	0	0.00	1223800
	Sub-Total (A)(1)		14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals /Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		14	9256846	0	0	9256846	39.90	9256846	0	9256846	39.90	0	39.90	0	0.00	0	0.00	9256846



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Class X	Class Y	Total		(X)	(XI)		(XII)		(XIII)	(XIV)
(1)	Institutions																		
(a)	Mutual Funds		31	1338155	0	0	1338155	5.77	1338155	0	1338155	5.77	0	5.77	0	0.00	NA	NA	1320155
	SUNDARAM MUTUAL FUND A/C																		
	SUNDARAM SMILE FUND	AAATS2554B	8	813226	0	0	813226	3.51	813226	0	813226	3.51	0	3.51	0	0.00	NA	NA	813226
	TATA REGULAR SAVINGS EQUITY FUND	AAAT0570A	7	265900	0	0	265900	1.15	265900	0	265900	1.15	0	1.15	0	0.00	NA	NA	265900
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors		14	1327021	0	0	1327021	5.72	1327021	0	1327021	5.72	0	5.72	0	0.00	NA	NA	1327021
	DORIC ASIA PACIFIC SMALL CAP (MAURITIUS) LIMITED	AACCD8654J	1	358000	0	0	358000	1.54	358000	0	358000	1.54	0	1.54	0	0.00	NA	NA	358000
	EM RESURGENT FUND	AACCE5562C	1	440725	0	0	440725	1.90	440725	0	440725	1.90	0	1.90	0	0.00	NA	NA	440725
(f)	Financial Institutions/Banks		2	2340	0	0	2340	0.01	2340	0	2340	0.01	0	0.01	0	0.00	NA	NA	2340
(g)	Insurance Companies		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other																		
	Sub Total (B)(1)		47	2667516	0	0	2667516	11.50	2667516	0	2667516	11.50	0	11.50	0	0.00	NA	NA	2649516
(2)	Central Government/State Government(s) /President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(3)	Non-Institutions																		
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs		14792	4008950	0	0	4008950	17.28	4008950	0	4008950	17.28	0	17.28	0	0.00	NA	NA	3209772
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		28	3254651	0	0	3254651	14.03	3254651	0	3254651	14.03	0	14.03	0	0.00	NA	NA	3154651
	ALOK AGARWAL	AAGPA7518M	1	298000	0	0	298000	1.28	298000	0	298000	1.28	0	1.28	0	0.00	NA	NA	298000
	KAMAL SHYAMSUNDER KABRA	AAJPK7840D	1	246000	0	0	246000	1.06	246000	0	246000	1.06	0	1.06	0	0.00	NA	NA	246000
	V SUDHA SARADA .	AANPV7215K	1	1162250	0	0	1162250	5.01	1162250	0	1162250	5.01	0	5.01	0	0.00	NA	NA	1162250
(b)	NBFCs Registered with RBI		1	30	0	0	30	0.00	30	0	30	0.00	0	0.00	0	0.00	NA	NA	30
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Overseas Depositories (Holding DRs) (Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Any Other																		
(e)	TRUSTS		1	200	0	0	200	0.00	200	0	200	0.00	0	0.00	0	0.00	NA	NA	200
	OVERSEAS CORPORATE BODIES		2	8000	0	0	8000	0.03	8000	0	8000	0.03	0	0.03	0	0.00	NA	NA	0
	NON RESIDENT INDIANS		596	397647	0	0	397647	1.71	397647	0	397647	1.71	0	1.71	0	0.00	NA	NA	325447
	CLEARING MEMBERS		166	86496	0	0	86496	0.37	86496	0	86496	0.37	0	0.37	0	0.00	NA	NA	86496
	NRI NON-REPATRIATION		162	56177	0	0	56177	0.24	56177	0	56177	0.24	0	0.24	0	0.00	NA	NA	56177
	BODIES CORPORATES		416	3462487	0	0	3462487	14.93	3462487	0	3462487	14.93	0	14.93	0	0.00	NA	NA	3449587
	KEDIA SECURITIES PRIVATE LIMITED	AAACK1834H	1	234000	0	0	234000	1.01	234000	0	234000	1.01	0	1.01	0	0.00	NA	NA	234000
	NIRVANA HOLDINGS PRIVATE LIMITED	AACCN8144M	1	2572842	0	0	2572842	11.09	2572842	0	2572842	11.09	0	11.09	0	0.00	NA	NA	2572842
	Sub Total (B)(3)		16164	11274638	0	0	11274638	48.60	11274638	0	11274638	48.60	0	48.60	0	0.00			10282360
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		16211	13942154	0	0	13942154	60.10	13942154	0	13942154	60.10	0	60.10	0	0.00			12931876



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Sharehold ers	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
									No of Voting Rights		Total as a % of (A+B+C)				No.	As a % of total Shares held	No.	As a % of total Shares held		
									Class X	Class Y	Total			(X)	(XI)	(XII)	(XIII)	(XIV)		
(1)	Custodian/DR Holder		(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)										
				0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations 2014)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0



Details of the shareholders acting as persons in Concert including their Shareholding:

Name of Shareholder	Name of PAC	No of shares	Holding%
RAMAKRISHNA NANDAMURI		200	0.00
V NAGA RAJA NAIDU		50000	0.22
NANDAMURI VASUNDARA		6400	0.03
A SIVA SANKARA PRASAD		800	0.00
KATHYA N P		30000	0.13
DURGA RAMAKRISHNA N P		20000	0.09
NANDAMURI BALAKRISHNA		6820	0.03
N BALAKRISHNA		600	0.00
RAMAKRISHNA N P		100000	0.43
NEELIMA N P		20000	0.09
N BRAHMANI		101000	0.44
Total:		335820	1.45





Heritage Foods Retail Limited

SHARE HOLDING PRE-TRANSACTION

Name of the Company: **Heritage Foods Retail Limited**

Authorized Capital: Rs.15,00,00,000 (divided into 1,50,00,000 equity shares of face value Rs.10/- each)

Paidup Capital: Rs.16,56,000 (divided into 1,65,600 equity shares of face value Rs.10/- each)

S. No	Name of the Share Holder	No. of Shares	Amount (Rs.)	% of total Holding	Remark
1	Sri. D. Seetharamaiah	100	1000	0.00	Beneficial Holder
2	Smt. N. Bhuvaneswari	100	1000	0.00	
3	Dr. M. Sambasiva Rao	100	1000	0.00	
4	Sri. N. Lokesh	100	1000	0.00	
5	Smt. N. Brahmani	100	1000	0.00	
6	Sri. Rajesh Kilaru	100	1000	0.00	
7	M/s. Heritage Foods Limited	165,000	16,50,000	100.00	
	Total:	1,65,600	16,56,000	100.00	

SHARE HOLDING POST-TRANSACTION

Name of the Company: **Heritage Foods Retail Limited**

Authorized Capital: Rs.15,00,00,000 (divided into 1,50,00,000 equity shares of face value Rs.10/- each)

Paidup Capital: Rs.14,16,56,000 (divided into 1,41,65,600 equity shares of face value Rs.10/- each)

S. No	Name of the Share Holder	No. of Shares	Amount (Rs.)	% of total Holding	Remark
1	Sri. D. Seetharamaiah	100	1000	0.00	Beneficial Holder
2	Smt. N. Bhuvaneswari	100	1000	0.00	
3	Dr. M. Sambasiva Rao	100	1000	0.00	
4	Sri. N. Lokesh	100	1000	0.00	
5	Smt. N. Brahmani	100	1000	0.00	
6	Sri. Rajesh Kilaru	100	1000	0.00	
7	M/s. Heritage Foods Limited	1,41,65,000	14,16,50,000	100.00	
	Total:	1,41,65,600	14,16,56,000	100.00	

// Certified True Copy //



Regd. Office: #6-3-541/C, Panjagutta, Hyderabad - 500082

FUTURE RETAIL

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Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Future Retail Limited (fka Bharti Retail Limited)
2	Scrip Code/Name of Scrip/Class of Security: 540064 / FRETAIL / Equity Shares
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) : - Pre Scheme of Arrangement (based on September 30, 2016)
a.	If under 31(1)(b) then indicate the report for Quarter ending
b.	If under 31(1)(c) then indicate date of allotment/extinguishment:
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?	Yes	
5 Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

Note:	In the above paid up capital, 1,542 Optionally Convertible Debentures (OCDs) of Rs. 10 lakh each, issued pursuant to the Composite Scheme of Arrangement between Future Enterprises Limited (earlier known as Future Retail Limited) with the Company, becoming effective on May 1, 2016, have not been considered as the conversion price of these securities would be determinable at any time during the tenure of the OCDs or latest by October 31, 2017, when the option for conversion is exercised. Further, as per terms of issue, these securities may be redeemed in case conversion option is not exercised.
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Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: Y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)			(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)	
(A)	Promoter & Promoter Group	26	230115436	0	0	230115436	48.8217	230115436	0	230115436	48.8217	0	48.8217	94267712	40.9654	175223483	76.1459	230115436
(B)	Public	44032	241223121	0	0	241223121	51.1783	241223121	0	241223121	51.1783	0	51.1783	43478261	18.0241	0	NA	240077496
(C)	Non Promoter - Non Public																	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
	Total	44058	471338557	0	0	471338557	100.0000	471338557	0	471338557	100.0000	0	100.0000	137745973	29.2244	175223483	37.1757	470192932



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
1	Indian																		
(a)	Individuals / Hindu Undivided Family		9	88115	0	0	88115	0.0187	88115	0	88115	0.0187	0	0.0187	0	0.0000	0	0.0000	88115
	Anil Blyani	AACPB0200F	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Ashni Kishore Blyani	AHNPB311BQ	1	71147	0	0	71147	0.0151	71147	0	71147	0.0151	0	0.0151	0	0.0000	0	0.0000	71147
	Gopikrishan Blyani	AACPB0198A	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Kishore Blyani	AACPB0199B	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Laxminarayan Blyani	AACPB0197R	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Rakesh Blyani	AAEPB3651L	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Sunil Blyani	AAEPB3654R	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Vijay Blyani	AAEPB3653J	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Vivek Blyani	AHLPB6777B	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
(b)	Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Any Other (Specify)		17	230027321	0	0	230027321	48.8030	230027321	0	230027321	48.8030	0	48.8030	94267712	40.9811	175223483	76.1751	230027321
	Bodies Corporate		17	230027321	0	0	230027321	48.8030	230027321	0	230027321	48.8030	0	48.8030	94267712	40.9811	175223483	76.1751	230027321
	Future Corporate Resources Limited	AAJCS3979E	7	177545090	0	0	177545090	37.6683	177545090	0	177545090	37.6683	0	37.6683	80602689	45.3984	147777561	83.2338	177545090
	PIL Industries Limited	AABCP9866D	2	44136090	0	0	44136090	9.3640	44136090	0	44136090	9.3640	0	9.3640	8730360	19.7805	25945922	58.7862	44136090
	Gargi Business Ventures Private Limited	AAECG0411G	3	4550000	0	0	4550000	0.9653	4550000	0	4550000	0.9653	0	0.9653	3250000	71.4286	1300000	28.5714	4550000
	Ryka Commercial Ventures Private Limited	AAFCR983H	1	1684663	0	0	1684663	0.3574	1684663	0	1684663	0.3574	0	0.3574	1684663	100.0000	0	0.0000	1684663
	Manz Retail Private Limited	AAACM1976J	2	1579103	0	0	1579103	0.3350	1579103	0	1579103	0.3350	0	0.3350	0	0.0000	200000	12.6654	1579103
	Future Capital Investment Private Limited	AA9CF1848F	1	531375	0	0	531375	0.1127	531375	0	531375	0.1127	0	0.1127	0	0.0000	0	0.0000	531375
	Alkar Estate And Finance Private Limited	AAACA2415Q	1	1000	0	0	1000	0.0002	1000	0	1000	0.0002	0	0.0002	0	0.0000	0	0.0000	1000
	Sub Total (A)(1)		26	230115436	0	0	230115436	48.8217	230115436	0	230115436	48.8217	0	48.8217	94267712	40.9654	175223483	76.1459	230115436



	2 Foreign																	
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(b)	Government	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Institutions	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(e)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Sub Total (A)(2)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	26	230115436	0	0	230115436	48.8217	230115436	0	230115436	48.8217	0	48.8217	54267712	40.9654	175123483	76.1459	230115436

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

NOTE:

(1) PAN would not be displayed on website of Stock Exchange(s)

(2) The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No. of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: Y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) = [(vii) x 100] / [(A+B+C2)]	(ix)			(x) = [(ix) x 100] / [(A+B+C2)]	(xi)	(xii)	(xiii)	(xiv)	(xv)		
1. Institutions																		
(a)	Mutual Fund		11	11054134	0	0	11054134	2.3453	11054134	0	11054134	2.3453	0	0.0000	NA	NA	11054134	
(b)	Venture Capital Funds		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(c)	Alternate Investment Funds		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(d)	Foreign Venture Capital Investors		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(e)	Foreign Portfolio Investor		92	86165110	0	0	86165110	18.2809	86165110	0	86165110	18.2809	0	0.0000	NA	NA	86165110	
	Artisalg Partners (Asia) Pte Ltd. A/C Artisalg India Fund Limited	AACCA6666M		31637118	0	0	31637118	6.7122	31637118	0	31637118	6.7122	0	0.0000	NA	NA	31637118	
	Government Pension Fund Global	AACCN1454E		9572942	0	0	9572942	2.0310	9572942	0	9572942	2.0310	0	0.0000	NA	NA	9572942	
	Verinvest Sa	AAFCV0411N		10730712	0	0	10730712	2.2766	10730712	0	10730712	2.2766	0	0.0000	NA	NA	10730712	
	Wgi Emerging Markets Smaller Companies Fund, Llc	AABCW6488J		10755879	0	0	10755879	2.2820	10755879	0	10755879	2.2820	0	0.0000	NA	NA	10755879	
(f)	Financial Institutions / Banks		5	5068413	0	0	5068413	1.0753	5068413	0	5068413	1.0753	0	0.0000	NA	NA	5068413	
	Life Insurance Corporation Of India	AAACL0582H		4778281	0	0	4778281	1.0138	4778281	0	4778281	1.0138	0	0.0000	NA	NA	4778281	
(g)	Insurance Companies		4	2639583	0	0	2639583	0.5600	2639583	0	2639583	0.5600	0	0.0000	NA	NA	2639583	
(h)	Provident Funds/ Pension Funds		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(i)	Any Other (Specify)		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
	Sub Total (B)(1)		112	104927240	0	0	104927240	22.2615	104927240	0	104927240	22.2615	0	0.0000	NA	NA	104927240	
	Central Government/ State Government(s)/ President of India		0	0	0	0	0.0000				0.0000		0.0000					
	Sub Total (B)(2)		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
2. Non-Institutions																		
(a)	Individuals										0.0000	0.0000	0		NA	NA		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		41709	11045429	0	0	11045429	2.3434	11045429	0	11045429	2.3434	0	0.0000	NA	NA	9905746	
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		27	7213087	0	0	7213087	1.5303	7213087	0	7213087	1.5303	0	0.0000	NA	NA	7213087	
(b)	NBFCs registered with RBI		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(c)	Employee Trusts		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(d)	Overseas Depositor(s)(holding DRs) (balancing figure)		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	NA	NA	NA	0	
(e)	Any Other (Specify)		2184	118037365	0	0	118037365	25.0430	118037365	0	118037365	25.0430	0	0.0000	NA	NA	118037365	
	Trusts		3	95561	0	0	95561	0.0203	95561	0	95561	0.0203	0	0.0000	NA	NA	95561	
	Hindu Undivided Family		814	2361451	0	0	2361451	0.5010	2361451	0	2361451	0.5010	0	0.0000	NA	NA	2361450	
	Non Resident Indians (Non Repat)		184	133908	0	0	133908	0.0284	133908	0	133908	0.0284	0	0.0000	NA	NA	133908	
	Non Resident Indians (Repat)		297	258081	0	0	258081	0.0548	258081	0	258081	0.0548	0	0.0000	NA	NA	258081	
	Clearing Member		266	485683	0	0	485683	0.1030	485683	0	485683	0.1030	0	0.0000	NA	NA	485683	
	Bodies Corporate		620	114702681	0	0	114702681	24.3355	114702681	0	114702681	24.3355	0	0.0000	NA	NA	114698900	
	Cedar Support Services Limited	AADC81156C		43478261	0	0	43478261	9.2244	43478261	0	43478261	9.2244	0	0.0000	NA	NA	43478261	



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)				(x)	(xi) = (viii)+(x) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)
Brand Equity Treaties Limited	AADCBS243Q		24999999	0	0	24999999	5.3040	24999999	0	24999999	5.3040	0	5.3040	0	0.0000	NA	NA	24999999
Bennett, Coleman And Company Limited	AAACB4373Q		20391700	0	0	20391700	4.3263	20391700	0	20391700	4.3263	0	4.3263	0	0.0000	NA	NA	20391700
Counselor Mercantile Private Limited	AAECC4776G		9560574	0	0	9560574	2.0284	9560574	0	9560574	2.0284	0	2.0284	0	0.0000	NA	NA	9560574
Sub Total (B)(3)		43920	136295881	0	0	136295881	28.9168	136295881	0	136295881	28.9168	0	28.9168	43478261	31.8999	NA	NA	135150256
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		44032	241223121	0	0	241223121	51.1783	241223121	0	241223121	51.1783	0	51.1783	43478261	18.0241	NA	NA	240077496

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain undelivered may be given here along with details such as number of shareholders, outstanding shares held in demat/undelivered suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares
185	101260

- Note:
- (1) PAN would not be displayed on website of Stock Exchange(s).
 - (2) The above format needs to be disclosed along with the name of following persons/institutions/Non Institutions holding more than 1% of total number of shares
 - (3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareh

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
Total Non-Promoter- Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available



FUTURE RETAIL

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Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Future Retail Limited (fka Bharti Retail Limited)
2	Scrip Code/Name of Scrip/Class of Security: 540064 / FRETAIL / Equity Shares
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c) : - Post Scheme of Arrangement (based on September 30, 2016)
a.	If under 31(1)(b) then indicate the report for Quarter ending
b.	If under 31(1)(c) then indicate date of allotment/extinguishment:
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	No*
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in locked-in?	Yes	
5 Whether any shares held by promoters are pledge or otherwise encumbered?	Yes	

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

Note:

In the above paid up capital, 1,542 Optionally Convertible Debentures (OCDs) of Rs. 10 lakh each, issued pursuant to the Composite Scheme of Arrangement between Future Enterprises Limited (earlier known as Future Retail Limited) with the Company, becoming effective on May 1, 2016, have not been considered as the conversion price of these securities would be determinable at any time during the tenure of the OCDs or latest by October 31, 2017, when the option for conversion is exercised. Further, as per terms of issue, these securities may be redeemed in case conversion option is not exercised.



Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII) + (X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	26	230115436	0	0	230115436	47.0405	230115436	0	230115436	47.0405	0	47.0405	94267712	40.9654	175223483	76.1459	230115436
(B)	Public	44033	259070541	0	0	259070541	52.9595	259070541	0	259070541	52.9595	0	52.9595	43478261	16.7824	0	NA	257924916
(C)	Non Promoter - Non Public																	
(C1)	Shares Underlying DRs	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	NA	0
	Total	44059	489185977	0	0	489185977	100.0000	489185977	0	489185977	100.0000	0	100.0000	137745973	28.1582	175223483	35.8194	488040352



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities [as a percentage of diluted share capital]	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v) + (vi)	(viii) As a % of (A+B+C2)	(ix)				(x)	(xi) = (vii)+(x) As a % of (A+B+C2)	(xii)		(xiii)		(xiv)
1	Indian																		
(a)	Individuals / Hindu Undivided Family		9	88115	0	0	88115	0.0180	88115	0	88115	0.0180	0	0.0180	0	0.0000	0	0.0000	88115
	Anil Blyani	AACP80200F	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Ashni Kishore Blyani	AHNPB3118Q	1	71147	0	0	71147	0.0145	71147	0	71147	0.0145	0	0.0145	0	0.0000	0	0.0000	71147
	Gopikishan Blyani	AACP80198A	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Kishore Blyani	AACP80199B	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Laxminarayan Blyani	AACP80197R	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Rakesh Blyani	AAEPB3651L	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Sunil Blyani	AAEPB3654R	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Vijay Blyani	AAEPB3653J	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
	Vivek Blyani	AHLPB6777B	1	2121	0	0	2121	0.0004	2121	0	2121	0.0004	0	0.0004	0	0.0000	0	0.0000	2121
(b)	Central Government / State Government(s)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
(d)	Any Other (Specify)		17	230027321	0	0	230027321	47.0225	230027321	0	230027321	47.0225	0	47.0225	94267712	40.9611	175223483	76.1459	230027321
	Bodies Corporate		17	230027321	0	0	230027321	47.0225	230027321	0	230027321	47.0225	0	47.0225	94267712	40.9611	175223483	76.1459	230027321
	Future Corporate Resources Limited	AAJCS1979E	7	177545090	0	0	177545090	36.2940	177545090	0	177545090	36.2940	0	36.2940	80602689	45.3984	147777561	83.2338	177545090
	PIL Industries Limited	AAABCP9866D	2	44136090	0	0	44136090	9.0224	44136090	0	44136090	9.0224	0	9.0224	8730360	19.7805	25945922	58.7862	44136090
	Gargi Business Ventures Private Limited	AAECG0411G	3	4550000	0	0	4550000	0.9301	4550000	0	4550000	0.9301	0	0.9301	3250000	71.4286	1300000	28.5714	4550000
	Ryka Commercial Ventures Private Limited	AAFCR8983H	1	1684663	0	0	1684663	0.3444	1684663	0	1684663	0.3444	0	0.3444	1684663	100.0000	0	0.0000	1684663
	Manz Retail Private Limited	AAACM1978J	2	1579103	0	0	1579103	0.3228	1579103	0	1579103	0.3228	0	0.3228	0	0.0000	200000	12.6654	1579103
	Future Capital Investment Private Limited	AAABCF1848F	1	531375	0	0	531375	0.1086	531375	0	531375	0.1086	0	0.1086	0	0.0000	0	0.0000	531375
	Akar Estate And Finance Private Limited	AACCA2415Q	1	1000	0	0	1000	0.0002	1000	0	1000	0.0002	0	0.0002	0	0.0000	0	0.0000	1000
	Sub Total (A)(1)		26	230115436	0	0	230115436	47.0405	230115436	0	230115436	47.0405	0	47.0405	94267712	40.9654	175223483	76.1459	230115436



	2 Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
(b)	Government	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
(c)	Institutions	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
(e)	Any Other (Specify)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
	Sub Total (A)(2)	0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	26	230115436	0	0	230115436	47.0405	230115436	0	230115436	47.0405	0	47.0405	94267712	40.9654	175223483	76.1459	230115436	

Details of Shares which remain undelivered may be given here along with details such as number of shareholders, outstanding shares held in demat/undelivered suspense account, voting rights which are frozen etc.

Notes:

(1) PAN would not be displayed on website or Stock Exchange(s)

(2) The term "Encumbrance" has the same meaning as assigned under regulation 28(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
									No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
									Class eg: X	Class eg: Y	Total								
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) As a % of (A+B+C2)	(ix)			(x) = (viii) + (ix) As a % of (A+B+C2)	(xi)	(xii)	(xiii)	(xiv)	(xv)		
1. Institutions																			
(a)	Mutual Fund		11	11054134	0	0	11054134	2.2597	11054134	0	11054134	2.2597	0	2.2597	0	0.0000	NA	NA	11054134
(b)	Venture Capital Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(e)	Foreign Portfolio Investor		92	86165110	0	0	86165110	17.6140	86165110	0	86165110	17.6140	0	17.6140	0	0.0000	NA	NA	86165110
	Arisaig Partners (Asia) Pte Ltd. A/C Arisaig India Fund Limited	AACCA6666M		31637118	0	0	31637118	6.4673	31637118	0	31637118	6.4673	0	6.4673	0	0.0000	NA	NA	31637118
	Government Pension Fund Global	AACCN1454E		9572942	0	0	9572942	1.9569	9572942	0	9572942	1.9569	0	1.9569	0	0.0000	NA	NA	9572942
	Verimvest Sa	AAFCVD411N		10730712	0	0	10730712	2.1936	10730712	0	10730712	2.1936	0	2.1936	0	0.0000	NA	NA	10730712
	Wgl Emerging Markets Smaller Companies Fund, Llc	AABCW6488J		10755879	0	0	10755879	2.1987	10755879	0	10755879	2.1987	0	2.1987	0	0.0000	NA	NA	10755879
(f)	Financial Institutions / Banks		5	5068413	0	0	5068413	1.0361	5068413	0	5068413	1.0361	0	1.0361	0	0.0000	NA	NA	5068413
	Life Insurance Corporation Of India	AAACLO582H		4778281	0	0	4778281	0.9768	4778281	0	4778281	0.9768	0	0.9768	0	0.0000	NA	NA	4778281
(g)	Insurance Companies		4	2639583	0	0	2639583	0.5396	2639583	0	2639583	0.5396	0	0.5396	0	0.0000	NA	NA	2639583
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(i)	Any Other (Specify)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
	Sub Total (B)(1)		112	104927240	0	0	104927240	21.4494	104927240	0	104927240	21.4494	0	21.4494	0	0.0000	NA	NA	104927240
	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0.0000				0.0000	0.0000						
	Sub Total (B)(2)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
3. Non-Institutions																			
(a)	Individuals											0.0000	0.0000	0		NA	NA		
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		41709	11045429	0	0	11045429	2.2579	11045429	0	11045429	2.2579	0	2.2579	0	0.0000	NA	NA	9905746
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		27	7213087	0	0	7213087	1.4745	7213087	0	7213087	1.4745	0	1.4745	0	0.0000	NA	NA	7213087
(b)	NBFCs registered with RBI		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(c)	Employee Trusts		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(d)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
(e)	Any Other (Specify)		2185	135884785	0	0	135884785	27.7777	135884785	0	135884785	27.7777	0	27.7777	43478261	31.9964	0	0	135878843
	Trusts		3	95561	0	0	95561	0.0195	95561	0	95561	0.0195	0	0.0195	0	0.0000	NA	NA	95561
	Hindu Undivided Family		814	2361451	0	0	2361451	0.4827	2361451	0	2361451	0.4827	0	0.4827	0	0.0000	NA	NA	2361450
	Non Resident Indians (Non Repat)		184	133908	0	0	133908	0.0274	133908	0	133908	0.0274	0	0.0274	0	0.0000	NA	NA	133908
	Non Resident Indians (Repat)		297	258081	0	0	258081	0.0528	258081	0	258081	0.0528	0	0.0528	0	0.0000	NA	NA	258081
	Clearing Member		266	485683	0	0	485683	0.0993	485683	0	485683	0.0993	0	0.0993	0	0.0000	NA	NA	485683
	Bodies Corporate		671	132550101	0	0	132550101	27.0961	132550101	0	132550101	27.0961	0	27.0961	43478261	31.8014	NA	NA	132546360
	Cedar Support Services Limited	AADC81156C		43478261	0	0	43478261	8.8879	43478261	0	43478261	8.8879	0	8.8879	43478261	100.0000	NA	NA	43478255



Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding & convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held(b)	No. (a)		As a % of total Shares held(b)
								Class eg: X	Class eg: Y	Total								
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii) = (iv)+(v)+(vi)	(viii) = % of (A+B+C2)	(ix)			(x)	(xi) = [(viii)-(x)] As a % of (A+B+C2)	(xii)		(xiii)		(xiv)	
Brand Equity Treaties Limited	AADCB5243G		24999999	0	0	24999999	5.1105	24999999	0	24999999	5.1105	0	5.1105	0	0.0000	NA	NA	24999999
Bennett, Coleman And Company Limited	AAACB4373Q		20391700	0	0	20391700	4.1685	20391700	0	20391700	4.1685	0	4.1685	0	0.0000	NA	NA	20391700
Heritage Foods Limited (*)	AAACH2778K		17847420	0	0	17847420	3.6484	17847420	0	17847420	3.6484	0	3.6484	0	0.0000	NA	NA	17847420
Counselad Mercantile Private Limited	AAECC4776G		9560574	0	0	9560574	1.9544	9560574	0	9560574	1.9544	0	1.9544	0	0.0000	NA	NA	9560574
Sub Total (B)(3)		43921	154143301	0	0	154143301	31.5102	154143301	0	154143301	31.5102	0	31.5102	43478261	18.2064	NA	NA	152997676
Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		44033	259070541	0	0	259070541	52.9595	259070541	0	259070541	52.9595	0	52.9595	43478261	16.7824	NA	NA	257924916

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares
185	101260

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to be disclosed along with the name of following persons: institutions/Non institutions holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.

(*) To be issued by FRL pursuant to the Scheme of Arrangement



Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public share.

Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)			0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	NA	NA	0

Note:

(1) PAN would not be displayed on website of Stock Exchange(s).

(2) The above format needs to disclose name of all holders holding more than 1% of total number of shares

(3) W.r.t. the information pertaining to Depository Receipts, the same may be disclosed in the respective columns to the extent information available





The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **HERITAGE FOODS LIMITED**

(Rs. in Crores except EPS & Book Value)

	(Unaudited)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	As on 30 th September 2016	2015-16	2014-15	2013-14
Equity Paid up Capital	23.20	23.20	23.20	23.20
Reserves and surplus	248.98	216.79	169.81	155.79
Carry forward losses	0	0	0	0
Net Worth	272.18	239.99	193.01	178.99
Miscellaneous Expenditure	0	0	0	0
Secured Loans	112.22	124.56	157.40	141.54
Unsecured Loans	1.31	1.47	0.00	0.00
Fixed Assets (Net)	351.52	321.61	289.65	282.60
Income from Operations	1275.54	2380.58	2072.97	1722.04
Total Income	1277.68	2387.13	2079.99	1726.99
Total Expenditure	1230.44	2301.15	2040.85	1665.78
Profit before Tax	47.25	85.98	39.14	61.21
Profit after Tax	32.22	55.43	28.21	45.31
Cash profit	50.69	89.94	62.20	70.31
EPS	13.89	23.89	12.16	19.53
Book value	117.32	103.45	83.20	77.16

For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary
M. No. FCS-6317



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





Heritage Foods Retail Limited

Name of the Company: **HERITAGE FOODS RETAIL LIMITED**

(Rs. in Crores except EPS & Book Value)

	Latest Financials (Audited)	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	As on 30 th September 2016	2015-16	2014-15	2013-14
Equity Paid up Capital	0.1656	0.1656	0.1656	0.1656
Reserves and surplus	(0.1409)	(0.1409)	(0.1385)	(0.1309)
Carry forward losses	0	0	0	0
Net Worth	0.0247	0.0247	0.0271	0.0347
Miscellaneous Expenditure	0	0	0	0
Secured Loans	0	0	0	0
Unsecured Loans	0	0	0	0
Fixed Assets	0	0	0	0
Income from Operations	0	0	0	0
Total Income	0	0	0	0
Total Expenditure	0	0.0024	0.0076	0.0028
Profit before Tax	0	(0.0024)	(0.0076)	(0.0028)
Profit after Tax	0	(0.0024)	(0.0076)	(0.0028)
Cash profit	0	(0.0024)	(0.0076)	(0.0028)
EPS	0	(1.45)	(4.59)	(1.69)
Book value	1.49	1.49	1.64	2.10

For HERITAGE FOODS RETAIL LIMITED


Authorized Signatory



Regd. Office: #6-3-541/C, Panjagutta, Hyderabad - 500082

FUTURE RETAIL



The financial details of the resulting company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Future Retail Limited**

(Rs. in Crores except EPS and Book Value)

Particulars	As per Un-audited Financial For the Quarter ended	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	30th June, 2016	2015-16	2014-15	2013-14
Equity Paid up Capital	94.27	94.27*	1,398.66	1,398.66
Reserves and surplus	2,270.58	2,270.58	396.00	396.00
Carry forward losses	(420.35)	(490.66)	(2,216.26)	(1,837.05)
Net Worth	1,548.50	1,478.19	(817.60)	(438.39)
Miscellaneous Expenditure	-	-	-	-
Secured Loans	1,427.46	918.20	294.00	-
Unsecured Loans	68.00	50.00	96.40	183.00
Fixed Assets	277.20	260.93	177.94	190.20
Income from Operations	3,979.68	6,844.96	1,779.42	2,343.12
Total Income	3,985.22	6,860.47	1,849.45	2,748.45
Total Expenditure	3,914.67	6,845.92	2,228.66	3,063.06
Profit before Tax	70.55	14.55	(379.21)	(314.61)
Profit after Tax	70.55	14.55	(379.21)	(314.61)
Cash profit / (Loss)	77.42	51.31	(335.11)	(253.90)
EPS	1.50	0.66	(2.71)	(5.42)
Book value	32.85	31.36	(5.85)	(3.13)

*Includes Share Capital Suspense aggregating to INR 85.57 Crores

For Future Retail Limited

Virendra Samani

Virendra Samani
Dy. Company Secretary
ACS # 12971



Future Retail Limited (Formerly known as Bharti Retail Limited)

Registered Office: Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai - 400 060

P +91 22 6644 2200, F + 91 22 6644 2201, www.futureretail.co.in

CIN : U51909MH2007PLC268269

Independent Auditor's Report

To
The Board of Directors
Heritage Foods Retail Limited

Report on the Standalone Interim Financial Statements

We have audited the accompanying standalone interim financial statements of Heritage Foods Retail Limited ("the Company"), which comprise the balance sheet as at 30 September 2016, the statement of profit and loss for the six months then ended and the statement of cash flows for the six months then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Interim Financial Statements

The Company's Board of Directors is responsible for the preparation of these standalone interim financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards 25, Interim Financial Reporting as specified under section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone interim financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone interim financial statements in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to

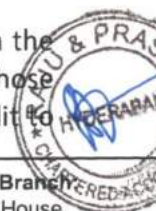
New Delhi Branch:
A 20/20, DLF City,
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Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
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Cell : +91-9966738900

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B-712, Groma House,
Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322



Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone interim financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone interim financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone interim financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone interim financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone interim financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone interim financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone interim financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 30 September 2016 and its profit and loss account and its cash flows for the year ended on that date.

For Raju and Prasad
Chartered Accountants
FRN: 003475S

Y. Bala Krishna Reddy

Y. Bala Krishna Reddy
Partner
M. No: 223701



Date: 07/11/2016
Place: Hyderabad

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Vashi,
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Cell : +91-9967220322

Heritage Foods Retail Limited
Balance Sheet as at 30th September, 2016

(Amount in Rs.)

Particulars	Note No	As at 30.09.2016	As at 31.03.2016
EQUITY AND LIABILITIES			
1) Shareholders' Funds			
a) Share Capital	1	1656000	1656000
b) Reserves and Surplus	2	(1409142)	(1409027)
Sub Total		246858	246973
2) Share application money pending allotment		-	-
3) Non-Current Liabilities		-	-
4) Current Liabilities			
Other current liabilities	3	25054	47313
Total		271912	294286
ASSETS			
1) Non-current assets		-	-
2) Current assets			
Cash and cash equivalents	4	271912	294286
Total		271912	294286
Summary of significant Accounting Policies & Notes to Financial statements	1 to 14		

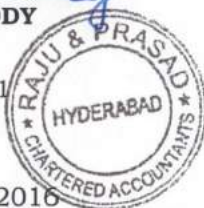
As per our report attached
For **Raju & Prasad**

Chartered Accountants
(Firm No.003475S)

Y. Balakrishna Reddy
Y. BALAKRISHNA REDDY

Partner

Membership No.223701



Date: November 07, 2016

Place : Hyderabad

For and on behalf of the Board

N. Brahmani

N. BRAHMANI

Managing Director

DIN: 02338940

M. Sambasiva Rao

M. SAMBASIVA RAO

Director

DIN: 01887410

Heritage Foods Retail Limited

Statement of Profit and Loss for the Period ended 30th September, 2016

(Amount in Rs.)

Particulars	Note No	Period Ended	Period Ended
		30.09.2016	30.09.2015
I. Revenue from operations	5	-	-
II. Other Income		-	-
III. Total Revenue (I +II)		-	-
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortization expense		-	-
Other expenses		-	-
Total expenses		115	-
		115	-
V. Profit before exceptional and extraordinary items and tax		(115)	-
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(115)	-
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(115)	-
X. Tax expense:		-	-
XI. Profit(Loss) from the perid from continuing operations		(115)	-
XII. Earning per equity share:			
(1) Basic		(0)	-
(2) Diluted		(0)	-
Summary of significant Accounting Policies & Notes to Financial statements	1 to 14		

As per our report attached
For **Raju & Prasad**

Chartered Accountants
(Firm No.003475S)

Y. Bala kishu Reddy

Y. BALAKRISHNA REDDY

Partner

Membership No.223701

Date: November 07, 2016

Place : Hyderabad



For and on behalf of the Board

N. Brahmani

N. BRAHMANI
Managing Director
DIN: 02338940

M. Sambasiva Rao

M. SAMBASIVA RAO
Director
DIN: 01887410

Heritage Foods Retail Limited
CASH FLOW STATEMENT FOR THE PERIOD ENDED SEPTEMBER 30, 2016

(Amount in Rs.)

PARTICULARS	Period Ended 30.09.2016	Period Ended 30.09.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax	(115)	-
Adjustment for		
Depreciation	-	-
Interest	-	-
Operating Profit before working capital changes	(115)	-
Adjustment for:		
Inventories	-	-
Trade and other Receivables	-	-
Other current Liabilities	(22259)	(14,013)
Cash generated from operations	(22374)	(14,013)
Direct taxes paid (incl. taxation of earlier years)	-	-
Net Cash (Used) / generated for / from operations	(22374)	(14013)
B. CASH FLOW FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares	-	-
Net Cash (Used) / generated for / from Financing Activities	(22374)	(14,013)
Net increase / (decrease) in cash and cash equivalents	294286	323314
Cash and Cash equivalents as at the beginning of the year	271912	309301
Cash and Cash equivalents as at end of the Period	271912	309301
Summary of significant Accounting Policies & Notes to Financial statements	1 to 14	

As per our report attached
For **Raju & Prasad**

Chartered Accountants
(Firm No.003475S)

Y. Bala Krishna Reddy
Y. BALAKRISHNA REDDY

Partner
Membership No.223701

Date: November 07, 2016
Place : Hyderabad



For and on behalf of the Board

N. Brahmani
N. BRAHMANI
Managing Director
DIN: 02338940

M. Sambasiva Rao
M. SAMBASIVA RAO
Director
DIN: 01887410

Note 1 : Share Capital

Particulars	As at 30.09.2016		(Amount in Rs.) As at 31.03.2016	
	No. of Shares	Amount	No. of Shares	Amount
I. Authorised				
a) Equity Share Capital				
Equity Shares of Rs.10/- each	15000000	150000000	15000000	150000000
Total	15000000	150000000	15000000	1.5E+08
II. Issued,Subscribed and Paidup Share Capital :				
Equity Share Capital				
Equity Shares of Rs.10/- each	165600	1656000	165600	1656000

Particulars	As at 30.09.2016		(Amount in Rs.) As at 31.03.2016	
	Equity Shares		Equity Shares	
	Number	Amount	Number	Amount
Shares Outstanding at the beginning of the year	165600	1656000	165600	1656000
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	165600	1656000	165600	1656000

IV. Shares held by Shareholders holding more than 5%

Name of Shareholder	As at 30.09.2016		As at 31.03.2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
a. Equity Share Capital :				
1. HERITAGE FOODS LTD	165000	99.64	165000	99.64

V. Rights, Preferences and restrictions attached to equity shares

The Company has only one class of Issued, subscribed and paid up equity shares having a par value of Rs.10/- each per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the share holders in the Annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in propotion to the number of equity shares held by the share holders.



Note 2: Reserves and Surplus

Particulars	(Amount in Rs.)	
	As at 30.09.2016	As at 31.03.2016
a) General Reserve :		
Opening Balance	-	-
Add: Transfer from Surplus	-	-
Less: Transfer to Surplus	-	-
Closing Balance	-	-
b) Surplus :		
Opening Balance	(1409027)	(1384932)
Add: Net Profit / (Net Loss) for the current year	(115.00)	(24,095)
Transfer from General Reserve	-	-
Less: Transfer to General Reserve	-	-
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Closing Balance	(1409142)	(1409027)
Total - Reserves and Surplus	(1409142)	(1409027)

Note 3: Other Current Liabilities

Particulars	(Amount in Rs.)	
	As at 30.09.2016	As at 31.03.2016
Other Payables	25054	47313
TOTAL	25054	47313

Note:4 Cash and cash equivalents

Particulars	(Amount in Rs.)	
	As at 30.09.2016	As at 31.03.2016
a.Balances with banks:		
On current accounts	265675	284990
b.Cash on hand	6237	9296
Grand Total	271912	294286

Note: 5 Other expenses

Particulars	(Amount in Rs.)	
	Period Ended 30.09.2016	Period Ended 30.09.2015
Printing and Stationery	-	-
Rates and taxes, excluding, taxes on income	-	-
Legal and Professional Charges	-	-
Bank charges	115	-
Payment to Auditors :	-	-
Audit Fee	-	-
Total	115	-



Note 6: SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

1. a) **Basis of preparation of financial statements:** The financial statements have been prepared under historical cost convention and in conformity with the generally accepted accounting principles, applicable provisions of the Companies Act, 2013, and as per the Accounting standards specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules 2014. Financial statements have been presented as per the schedule III of Companies Act, 2013.

b) **Changes in Accounting policies:** Accounting policies have been consistently applied except where a newly issued Accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently or revised Accounting standards on an ongoing basis and accordingly changes the Accounting policies as applicable. The same Accounting policies are followed in the Interim financial statements as those followed in the most recent annual financial statements.

The Material event to the subsequent of end of the Interim period that have not been reflected in the financial statements for the Interim Period:

The Board of Directors of the company have inter alia, considered and approved the scheme of Arrangement between Heritage Foods Limited (HFL), Heritage Foods Retail Limited (HFRL) and Future Retail Limited on 7th November 2016 subject to approval of their respective Share holders and Creditors under section 391 -394 read with section 100-103 of the Companies Act 1956 and section 52 of the Companies Act 2013 and respective applicable provisions of the Companies Act 1956/Companies Act 2013

d) **Use of Estimates:** The preparation of financial statements in conformity with the Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the end of financial statements and reported amounts of income and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

e) **Cash Flow statement:** The cash flow statement is prepared by the " Indirect Method" set out in Accounting standard (AS-3) " Cash Flow statements" and presents the cash flows by operating, financing and investing activities of the company. Operating cash flows are arrived by adjusting profit or loss before tax for the effects of transactions of a non cash nature, and deferral of accrual of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

f) **Cash and Cash Equivalents:** Cash and Cash Equivalents comprises of cash on hand, cash at bank.

g) **Earnings per share:** Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

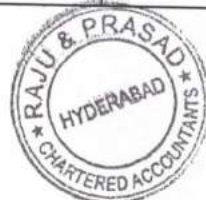
h) **Provisions:** Provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the year end. These estimates are reviewed at each year end and adjusted to reflect the current best estimates.

i) **Contingent Liabilities:** A contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Note 7 : Contingent Liabilities and Commitments (To the extent not provided for)

(Amt in Rupees)

Particulars	As at 30.09.2016	As at 31.03.2016
(i) Contingent liabilities shall be classified as:		
(a) Claims against the company not acknowledged as debt;	NIL	NIL
(b) Guarantees;	NIL	NIL
(c) Other money for which the company is contingently liable		
(ii) Commitments shall be classified as:		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid;	NIL	NIL
(c) Other commitments (specify nature).	NIL	NIL
Total	NIL	NIL



Note 7 : Contingent Liabilities and Commitments (To the extent not provided for)

Particulars	(Amt in Rupees)	
	As at 30.09.2016	As at 31.03.2016
(i) Contingent liabilities shall be classified as:		
(a) Claims against the company not acknowledged as debt;	NIL	NIL
(b) Guarantees;	NIL	NIL
(c) Other money for which the company is contingently liable		
(ii) Commitments shall be classified as:		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid;	NIL	NIL
(c) Other commitments (specify nature).	NIL	NIL
Total	NIL	NIL

Note 8. Employees benefits:

There are no employees engaged by the company. Hence no provision towards employee benefits has been made.

Note 9. Segment Reporting :

The Company has not commenced commercial operations. Hence reporting as per AS17: Segment Reporting is not applicable.

Note 10. Related Party disclosures as per AS-18

Name of the related party	Heritage Foods Limited	Heritage Conpro Limited	N Bhuvaneswari	N.Brahmani	N Lokesh	M Sambasiva Rao
Description of the Relationship between the parties	Holding Company	Fellow subsidiary	Key Management Personnel (Director)	Key Management Personnel (Managing Director)	Key Management Personnel (Director)	Key Management Personnel (Director)
Description of the nature of transactions	Inter company transactions	Inter company transactions	a) Receiving of Services	Receiving of Services	Receiving of Services	Receiving of Services
Volume of the transactions either as an amount or as appropriate proportion	NIL	NIL	NIL	NIL	NIL	NIL
Any other elements of the related party transacting of the financial statements	NIL	NIL	NIL	NIL	NIL	NIL
The amounts or appropriate proportions of outstanding items pertaining to related parties at the Balance Sheet date	NIL	NIL	NIL	NIL	NIL	NIL
Amounts written off or written back in the period in respect of debts due from or to related parties.	NIL	NIL	NIL	NIL	NIL	NIL



Note 11. Earnings per share (EPS)

Particulars	(Amt in Rupees)	
	As at 30.09.2016	As at 31.03.2016
a) Calculation of weighted average number of equity shares of Rs 10/- each :		
Number of Equity Shares outstanding at the beginning of the year	165600	165600
Number of Equity Shares outstanding at the end of the year	165600	165600
Weighted average number of Equity Shares outstanding during the year	165600	165600
b) Net Profit/(Loss) after tax	(115)	(24095)
c) Basic Earnings per share of Rs 10/- each	(0)	(0.15)
d) Diluted Earnings per share of Rs 10/- each	(0)	(0.15)

Note 12. There is no amount or interest which are outstanding for more than 45 days payable to Micro, Small and Medium Enterprises as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 as at 31st March 2016.

Note 13: Expenditure, Earnings, Remittance in Foreign Currency:

Particulars	(Amount in Rs.)	
	For the Year ended 30.09.2016	For the Year ended 31.03.2016
1.2 Expenditure in Foreign Currency:	NIL	NIL
1.3 Earnings in Foreign Currency	NIL	NIL
1.4 Remittance in Foreign Currency	NIL	NIL

Note 14. Paise is rounded off to the nearest Rupee.

As per our report attached
For **Raju & Prasad**
Chartered Accountants
(Firm No.003475S)

Y. Balakrishna Reddy

Y. BALAKRISHNA REDDY
Partner
Membership No.223701



For and on behalf of the Board

N. Brahmani

N. BRAHMANI
Managing Director
DIN: 02338940



M. Sambasiva Rao

M. SAMBASIVA RAO
Director
DIN: 01887410

Date: November 07, 2016
Place : Hyderabad

RAJU & PRASAD

CHARTERED ACCOUNTANTS

Head Office :

401, "Diamond House",
Adj. Amrutha Hills,
Punjagutta, Hyderabad - 500 082
Ph : 040 - 23410404/05/06
Fax : 040 - 23410403
E-mail : hyderabad@rajuandprasad.com
rajuandprasad@gmail.com

Auditor's Certificate

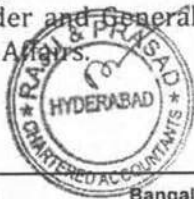
To,
The Board of Directors,
Heritage Foods Limited,
Hyderabad.

Certificate on accounting treatment in the Draft Scheme of Arrangement in accordance with Para 1 (A) 5 of Annexure 1 of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

We, M/s Raju & Prasad Chartered Accountants (FRN No. 003475S), the statutory auditors of Heritage Foods Limited having its office at 401, Diamond House, Adj. to Amrutha Hills, Punjagutta, Hyderabad-500082, have examined the proposed accounting treatment specified in clause 15 of the draft Composite Scheme of Arrangement between Heritage Foods Limited ("Transferor Company" or "HFL" or "the Company"), Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Composite Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government read with relevant rules issued thereunder and General circular 8/2014 dated 4th April 2014, issued by the Ministry of Corporate Affairs.



New Delhi Branch:
A 20/20, DLF City,
Phase - I,
Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
Nirmal Lifestyle Mall,
L.B.S. Road, Mulund West,
Mumbai - 400 080
Ph: 022-25671155 / 1199

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34, 1st Main, SBM Colony,
Anand Nagar,
Bangalore - 560 024
Ph : +91-9241570047

Jalgaon Branch:
Flat No. 7,
Krunal Apartments,
Ganapathi Nagar,
Jalgaon - 475 001
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Navi Mumbai Branch:
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Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

URL: www.rajuandprasad.com

RAJU & PRASAD
CHARTERED ACCOUNTANTS

Head Office :
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Adj. Amrutha Hills,
Punjagutta, Hyderabad - 500 082
Ph : 040 - 23410404/05/06
Fax : 040 - 23410403
E-mail : hyderabad@rajuandprasad.com
rajuandprasad@gmail.com

This Certificate is issued at the request of the Heritage Foods Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchanges of India Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Raju & Prasad
Chartered Accountants
FRN: 003475S

I. Dileep Kumar
M No: 223943



Date: 07/11/2016
Place: Hyderabad

New Delhi Branch:
A 20/20, DLF City,
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Navi Mumbai Branch:
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Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

URL: www.rajuandprasad.com



Compliance Report on Corporate Governance as on 30th September, 2016

1. Name of Listed Entity: Heritage Foods Limited
2. Quarter ending: 30th September, 2016

I. Composition of Board of Directors

Title (Mr/Ms)	Name of the Director	\$PAN & DIN	Category (Chairperson /Executive / \Non-Executive/ independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership s in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	D Seetharamaiah	ACYPD0157H & 00005016	Non-Executive Independent Chairperson	26.09.2014	5	1	2	1
Mr.	N Srivishnu Raju	AAUPN8358A & 00025063	Non-Executive Independent Director	26.09.2014	5	2	3	-
Mr.	V Nagaraju Naidu	AAZPV1250G & 00003730	Non-Executive Director	26.09.2014	-	1	1	1
Mr.	N Lokesh	ACBPN2492G & 02230945	Non-Executive Director	24.09.2015	-	1	1	-
Mrs.	N Bhuvaneswari	ABEPN6265D & 00003741	Vice Chairperson & Managing	01.07.2014	-	1	1	-
Mrs.	N Brahmani	AERPN8112P & 02338940	Executive Director	01.06.2014	-	1	-	-
Mr.	Rajesh Thakur Ahuja	AAAPA9558P & 00371406	Non-Executive Independent Director	23.03.2016	5	1	1	-

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



II. Composition of Committees

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/independent/Nominee) \$
Audit Committee	1. D. Seetharamaiah 2. Dr. V. Nagaraju Naidu 3. N. Sri Vishnu Raju 4. Rajesh Thakur Ahuja 5. N. Lokesh	Chairperson (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive)
Nomination & Remuneration Committee	1. N. Srivishnu Raju 2. D. Seetharamaiah 3. N. Lokesh 4. Rajesh Thakur Ahuja	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (Non-Executive Independent)
Risk Management Committee(if applicable)	1. Rajesh Thakur Ahuja 2. D. Seetharamaiah 3. N. Bhuvaneswari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Stakeholders Relationship Committee'	1. Dr. V. Nagaraju Naidu 2. D. Seetharamaiah 3. N. Bhuvaneswari 4. N. Sri Vishnu Raju	Chairperson (Non-Executive) Member (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
CSR Committee	1. D. Seetharamaiah 2. N. Bhuvaneswari 3. N. Sri Vishnu Raju	Chairperson (Non-Executive Independent) Member (Executive) Member (Non-Executive Independent)
Management Committee	1. D Seetharamaiah 2. N Srivishnu Raju 3. N Lokesh 4. N Bhuvaneswari	Chairperson (Non-Executive Independent) Member (Non-Executive Independent) Member (Non-Executive) Member (Executive)

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
23 rd May, 2016	29 th July, 2016 19 th August, 2016	67 Days


IV. Meeting of Committees – Audit Committee Meeting

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive Meetings in number of days*
23 rd May, 2016	Yes (4 out of 5 members)	29 th July, 2016	67 Days
Stakeholders Relationship Committee			
29 th July, 2016	NIL	NIL	NIL



Risk Management Committee			
NIL	NIL	NIL	NIL
CSR Committee			
NIL	NIL	NIL	NIL
Management Committee			
NIL	NIL	17 th June, 2016	NIL
Nomination & Remuneration Committee			
29 th July, 2016	NIL	NIL	NIL
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained			
Whether shareholder approval obtained for material RPT		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A	
Note			
1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.			
If status is “No” details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015			
a. Audit Committee			
b. Nomination & remuneration committee			
c. Stakeholders relationship committee			
d. Risk management committee (applicable to the top 100 listed entities)			
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.			
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:			

For HERITAGE FOODS LIMITED


UMAKANTA BARIK
 Company Secretary
 M. No. FCS-6317



HERITAGE FOODS LIMITED
 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
 AN ISO: 22000 CERTIFIED COMPANY





I Affirmations		
Broad heading	Regulation Number	Compliance Status (Yes/No/NA)^{refer note below}
Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(2)	YES
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	YES

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A". may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For HERITAGE FOODS LIMITED

UMAKANTA BARIK
Company Secretary
M. No. FCS-6317



HERITAGE FOODS LIMITED
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Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed Composite Scheme of Arrangement Among Heritage Foods Limited ("Transferor Company" or "HFL") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated 30/11/2015	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, the company has chosen BSE Limited as the designated stock exchange.
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	The Composite Scheme of Arrangement is enclosed with the application as per Annexure-A
2.b	Valuation Report from Independent Chartered Accountant	Complied and attached in Annexure-B
2.c	Report from the Audit Committee recommending the Draft Scheme	Report of Audit Committee is enclosed as per Annexure- C
2.d	Fairness opinion by merchant banker	Attached in Annexure-D
2.e	Pre and post amalgamation shareholding pattern of unlisted company	The Share holding pattern is attached in Annexure-E
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied and attached the last 3 years financial as per Annexure-F
2.g	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Certificate is enclosed as Annexure-G
2.h	Compliance with Regulation 17 to 27 of Listing Regulations	The same is complied. The compliance report is enclosed as Annexure-H
2.i	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	The same shall be submitted within 7 days from the date of expiry of 21 days from the date of filing of the Scheme with the Stock Exchange.
Compliance as per Para I (A) (1) of Annexure I to the Circular		
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	This clause is not applicable

Date: 14/11/2016
Place: Hyderabad
FOV CERT
Certification & Inspection

HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY

Umakanta Barik
Company Secretary



RAJU & PRASAD
CHARTERED ACCOUNTANTS

Head Office :
401, "Diamond House",
Adj. Amrutha Hills,
Punjagutta, Hyderabad - 500 082
Ph : 040 - 23410404/05/06
Fax : 040 - 23410403
E-mail : hyderabad@rajuandprasad.com
rajuandprasad@gmail.com

To,
The Board of Directors,
Heritage Foods Limited
6-3-541, Punjagutta,
Hyderabad - 500 082

CERTIFICATE BY THE STATUTORY AUDITORS OF HERITAGE FOODS LIMITED

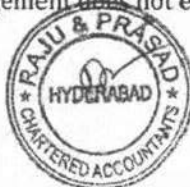
We, M/s Raju & Prasad Chartered Accountants (FRN No. 003475S) the statutory auditors of Heritage Foods Limited having its office at 401, Diamond House, Adj. to Amrutha Hills, Punjagutta, Hyderabad-500082, have examined the draft Composite Scheme of Arrangement among **Heritage Foods Limited** ("Transferor Company" or "HFL" or "the Company"), **Heritage Foods Retail Limited** ("Transferee Company" or "Demerged Company" or "HFRL") and **Future Retail Limited** ("Resulting Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013.

On the basis of information and explanation given to us, we certify the attached undertaking issued by Heritage Foods Limited on the non-applicability, of the conditions prescribed in Para 9 of Annexure 1 of Circular No. CIR/CPD/CMD/16/2015 dated 30th November 2015 issued by Securities Exchange Board of India for the reasons stated below:

a) This clause is not applicable as additional shares would not be allotted Promoter /Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company since the shares are being allotted to the Heritage Foods Limited (Listed Company).

b) This clause is not applicable as the scheme is envisaged between Company, its wholly owned subsidiary (Heritage Foods Retail Limited) and Future Retail Limited and scheme does not involve any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

c) This clause is not applicable as the scheme of arrangement does not envisage merger of any subsidiary company with the parent listed company.



New Delhi Branch:
A 20/20, DLF City,
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L.B.S. Road, Mulund West,
Mumbai - 400 080
Ph: 022-25671155 / 1199

Bangalore Branch:
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Bangalore - 560 024
Ph : +91-9241570047

Jalgaon Branch:
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Ganapathi Nagar,
Jalgaon - 475 001
Cell : +91-9966738900

Navi Mumbai Branch:
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Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

URL: www.rajuandprasad.com

RAJU & PRASAD

CHARTERED ACCOUNTANTS

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rajuandprasad@gmail.com

Auditors' Responsibility

We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme other than the matters referred to in the said certificate.

Restrictions on Use

This Certificate is issued at the request of the Heritage Foods Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for onward submission to National Stock Exchange and Bombay Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent.

For Raju and Prasad
Chartered Accountants
FRN: 003475S


I. Dileep Kumar
Partner
M No. 223943



Date: 07/11/2016
Place: Hyderabad

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EXTRACT OF THE RESOLUTION PASSED AT THE 171ST MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 7TH NOVEMBER, 2016 AT 3.30 PM AT PARK HYATT HYDERABAD, ROAD NO.2, BANJARA HILLS, HYDERABAD, TELANGANA 500034

1. **Valuation Certificate of Retail, Agri, Bakery & VetCa verticals of the Company submitted by M/s. Raju & Prasad, Statutory Auditor of the Company.**

"RESOLVED THAT the valuation certificate submitted by M/s. Raju and Prasad Chartered Accountants, Hyderabad indicating the value of Retail, Agri, Bakery & VetCa verticals of the Company as of close of business on 31st October, 2016 as reviewed and recommended by the Audit Committee of the Company be and is hereby approved.

2. **Valuation Report for issue of shares and Draft Composite Scheme Of Arrangement Among Heritage Foods Limited ("Transferor Company" Or "HFL") And Heritage Foods Retail Limited ("Transferee Company" Or "Demerged Company" Or "HFRL") And Future Retail Limited ("Resulting Company" Or "FRL") And Their Respective Shareholders And Creditors.**

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (as may be applicable), upon their notification (including any statutory modifications or re-enactment(s) thereof), all relevant securities laws, regulations and circulars including Circular No: CIR/CFD/DIL/5/2013 dated February 4, 2013 as further clarified/amended by Circular No: CIR/CFD/DIL/8/2013 dated May 21, 2013 and Circular No: CIR/CFD/CMD/16/2015 dated November 30, 2015 (hereinafter collectively referred to as the Circulars), other applicable provisions if any of the Memorandum and Articles of Association of the Company and subject to receipt of approval of the shareholders of the Company and all relevant corporate, regulatory, governmental, judicial approvals and third party consents, and subject to compliance with all applicable laws and regulations, the draft Composite Scheme of Arrangement among Heritage Foods Limited ("Transferor Company" or "HFL"), Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective shareholders and creditors, placed before this meeting and duly initialed by the Chairman for purpose of identification, be and is hereby considered and approved.

"RESOLVED FURTHER THAT the valuation certificate of Retail, Agri, Bakery & VetCa verticals of the Company as of close of business on 31st October, 2016 submitted by M/s Raju & Prasad, Hyderabad statutory auditor of the Company for transferring the above said verticals to its wholly owned subsidiary Company viz. Heritage Foods Retail Limited, on a slump sale basis with a consideration of Rs.135 Crores (One Hundred and Forty Crores) by way of issue of 1,40,00,000 equity shares, at face value of Rs.10/- each with a premium of Rs.86.43/- to the HFL, as reviewed and recommended by the Audit Committee, and placed before the Board for its review, be and is hereby taken on record and approved for the purposes of the Composite Scheme of Arrangement.

"RESOLVED FURTHER THAT the Valuation report submitted by M/s S R Batliboi Chartered Accountants, Hyderabad recommending the issue of 17,847,420 no's equity shares (face value of Rs.2/- each with a premium of Rs.163.29/-, the price of the shares has been determined as per SEBI Regulation) of shares of Future Retail Limited, as a consideration for the demerger to the shareholders of Heritage Foods Retail Limited (i.e. Heritage Foods Limited) and the fairness opinion submitted by Keynote Corporate Services Ltd, Mumbai as reviewed and recommended by the Audit Committee, and placed before the Board for its review, be and are hereby taken on record and approved for the purposes of the Composite Scheme of Arrangement.



HERITAGE FOODS LIMITED
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“RESOLVED FURTHER THAT in the opinion of the Board, the said Composite Scheme of Arrangement will be of advantage and beneficial to the Company and its shareholders, creditors and other stakeholders and that the terms thereof are fair and reasonable.”

“RESOLVED FURTHER THAT Smt. N Bhuvaneswari, Vice Chairperson & Managing Director, Smt. N Brahmani, Executive Director and Dr M Sambasiva Rao, President of the Company be and are hereby severally authorized on behalf of the Company to sign and execute any application, affidavit, petition, agreement, undertakings or any other documents or deeds or pleadings, as may be required to be filed for this purpose and to agree and to make such modification/alterations as may be required by any regulatory, judicial or governmental authorities in connection with the “Composite Scheme of Arrangement among Heritage Foods Limited (“Transferor Company” or “HFL”), Heritage Foods Retail Limited (“Transferee Company” or “Demerged Company” or “HFRL”) and Future Retail Limited (“Resulting Company” or “FRL”) and their respective shareholders and creditors” and are further severally authorized to do all such things, deeds and acts as may be necessary and expedient in connection with the consummation of: (i) transfer of the Retail, Agri, Bakery and VetCa verticals of the Company on a slump sale basis to the wholly owned subsidiary of the Company, Heritage Foods Retail Limited; and (ii) the demerger of the undertaking comprising the Retail, Agri and Bakery verticals from Heritage Foods Retail Limited to Future Retail Limited, including but not limited to the filing and implementation of the Composite Scheme of Arrangement, submission of all necessary documents to the Courts in this regard and to give effect to the Composite Scheme of Arrangement.

“RESOLVED FURTHER THAT the draft of the Implementation Agreement *inter alia* between the Company, Heritage Foods Retail Limited and Future Retail Limited, as reviewed and recommended by the Audit Committee, and placed before the Board for its review, be and is hereby considered and approved.

“RESOLVED FURTHER THAT Smt. N Bhuvaneswari, Vice Chairperson & Managing Director, Smt. N Brahmani, Executive Director and Dr M Sambasiva Rao, President of the Company be and are hereby severally authorized on behalf of the Company to sign and execute the Implementation Agreement *inter alia* between the Company, Heritage Foods Retail Limited and Future Retail Limited and to do all acts, deeds and things required to execute, deliver and perform such agreement;

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed on the aforesaid documents in presence of any Director of the Company who does sign the same and the same be countersigned by Sri. Umakanta Barik, Company Secretary of the Company being the person authorized in this regard.

“RESOLVED FURTHER THAT subject to the directions as may be issued by the Hon’ble High Court of Hyderabad and/or the High Court of Bombay, the Company appoints Sri. D Seetharamaiah, (DIN:00005016) or failing him Smt. N Bhuvaneswari, (DIN: 00003741) or such other person as may be directed by the Hon’ble High Court of Hyderabad and/or the High Court of Bombay as Chairman of the Court convened meetings of the Shareholders and creditors of the Company.



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"RESOLVED FURTHER THAT any one of the following Directors/Executives of the Company:

1. Smt N Bhuvaneswari, Vice Chairperson & Managing Director
2. Smt. N Brahmani, Executive Director
3. Dr M Sambasiva Rao, President
4. Sri A Prabhakara Naidu, Chief Financial Officer
5. Sri Umakanta Barik, Company Secretary

be and are hereby severally authorized on behalf of the Company to:

- i. File the Scheme and/or any other information/ details with the concerned stock exchanges and/or any other body or regulatory authority or agency including appearing and representing the Company before SEBI / stock exchange(s) and to take all necessary steps as may be required for the implementation and consummation of the Scheme in all respects whatsoever in order to obtain no-objection, approval or sanction of the scheme or for giving effect thereto and take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions, all relevant regulatory, governmental and judicial authorities and all relevant third parties, as may be required from time to time in that behalf.
- ii. Give such directions as they may consider necessary to settle any question or resolve any difficulty or matter arising under the Composite Scheme of Arrangement or in regard to the meaning or interpretation of the Scheme or the implementation thereof and/or to review the position relating to the satisfaction of various conditions as stipulated in the said Scheme and if necessary, subject to consent of the Board of the Company, to waive any of those conditions (to the extent permissible under law);
- iii. Make necessary applications and take all steps, actions, deeds and things required for the Company to perform its obligations under the Implementation Agreement, including the formation of a suitable committee to oversee the operations of the Retail, Agri and Bakery verticals, and to make such applications and take such steps, actions, deeds and things as may be required for the completion of conditions required to be satisfied for the consummation of transactions contemplated in the Implementation Agreement.
- iv. Appoint solicitors, advocates, attorneys, company secretaries, advisors, valuers, auditors, accountants, registrars or such other persons or agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions including as regards their fees or remuneration as they may deem fit and issue letters of appointment or vakalatnamas or authority letters in this regard;
- v. Do any other acts, deeds, matters and things as may be necessary, proper or expedient for the implementation and to give effect to the Scheme and for the matters connected therewith or incidental thereto.



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- vi. Make and agree to such alteration and changes to the Scheme as may in their opinion be desirable or expedient or advised by the counsels and/or including as may be necessary for satisfying the requirements or conditions imposed by the Court or any other authority concerned, provided that no alteration which amounts to a substantial change shall be made to the Scheme except with the prior approval of the Board of Directors.
- vii. Withdraw the Scheme at any stage, in case the changes or modifications required or the conditions imposed by the Stock Exchanges the Court and/or any other authority are not acceptable and Scheme cannot be implemented otherwise and,
- viii. Take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolution;

“RESOLVED FURTHER THAT BSE Limited be and is hereby appointed as the designated stock exchange for getting the observation/approval of the SEBI for the Scheme.”

“RESOLVED FURTHER THAT in terms of paragraph 5.16 (b) of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, (as amended by Circular No. CIR/CFC/DIL/8/2013 dated May, 21, 2013 and by paragraph (9) (c) of Circular CIR/CFD/CMD/16/2015 dated November 30, 2015), the Board of Directors takes on record and approves the undertaking of the Company, as certified by M/s. Raju & Prasad, Hyderabad, Statutory Auditor, which undertaking has clearly stated the reasons for non-applicability of paragraph 5.16(a) of the Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013, paragraph 5.16(a) of the Circular No. CIR/CFC/DIL/8/2013 and paragraph (9) (c) of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015”.

“RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the above mentioned authorized persons be furnished to all concerned as may be necessary and they be requested to act thereon.

//CERTIFIED TRUE COPY//

UMAKANTA BARIK
Company Secretary
M No: FCS 6317



HERITAGE FOODS LIMITED
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RAJU & PRASAD
CHARTERED ACCOUNTANTS

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Fax : 040 - 23410403
E-mail : hyderabad@rajuandprasad.com
rajuandprasad@gmail.com

CERTIFICATION OF NETWORTH

Dear Sirs,

1. At the request of Heritage Foods Limited ("the Company"), We M/s Raju & Prasad Chartered Accountants (FRN No. 003475S) the statutory auditors of Heritage Foods Limited having its office at 401, Diamond House, Adj. to Amrutha Hills, Punjagutta, Hyderabad-500082, have examined the attached statement of computation of pre and post net worth of the Company as at October 31, 2016 ("the statement"), prepared by the company and initialled by us for identification purposes.
2. It has been explained to us that as per the attached copy of the draft Composite Scheme of Arrangement ("the Scheme") between Heritage Foods Limited ("Transferor Company" or "HFL" or "the Company"), Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013, the proposed appointed date for the purposes of the Part II of the Scheme will be the commencement of business on 1 November, 2016 or such other date as the High Court and/ or the National Company Law Tribunal may direct or approve under the relevant provisions of the Act.
3. In the attached statement, the account balances (Equity Share Capital, Reserves and Surplus) used in the computation of pre arrangement net worth of the Company as at October 31, 2016 has been traced from the unaudited books of accounts of the company for the period ended October 31, 2016 made available to us and the post arrangement net worth of the Company has been computed considering the accounting treatment contained in clause 16 of the Scheme, which is subject to court approval. As represented to us, the scheme is purposed to be filed with the Hon'ble High Court of judicature at Mumbai and High Court of Judicature at Hyderabad.
4. The accompanying statement is responsibility of company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our Scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre arrangement net worth and the post arrangement net worth of the Company as at October 31, 2016 computed in accordance with paragraph 3 above is as noted below:

New Delhi Branch:
A 20/20, DLF City,
Phase - I,
Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
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RAJU & PRASAD

CHARTERED ACCOUNTANTS

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Ph : 040 - 23410404/05/06

Fax : 040 - 23410403

E-mail : hyderabad@rajuandprasad.com

rajuandprasad@gmail.com

Particulars	Prior to giving effect to the proposed scheme (in Lakhs)	After giving effect to the proposed scheme (in Lakhs)
Share Capital:		
Equity issued & Paid up Capital	2319.90	2319.90
Reserves & Surplus:		
Capital Redemption Reserve	81	81
Securities Premium Reserve	3,784.14	3,784.14
Deferred Govt Grants	47.84	47.84
Warrants money		
Appropriated	318.69	318.69
General Reserve	7,427.38	7,427.38
Surplus in statement of P&L	13,830.25	13,830.25
Capital Reserve on composition Scheme	-	51
Total Reserves & Surplus	25,489.30	25,540.30
Net Worth	27,809.21	27,860.20

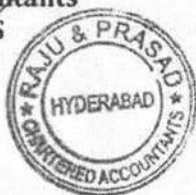
6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Raju & Prasad
Chartered Accountants

FRN No: 0034755

I, Dileep Kumar
Partner

M. No: 223943



Date: 07/11/2016

Place: Hyderabad.

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Jalgaon - 475 001
Cell : +91-9966738900

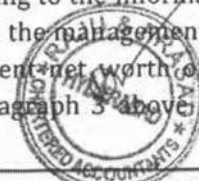
Navi Mumbai Branch:
B-712, Groma House,
Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

URL: www.rajuandprasad.com

CERTIFICATION OF NETWORTH

Dear Sirs,

1. At the request of Heritage Foods Retail Limited ("the Company"), we have examined the attached statement of computation of pre and post net worth of the Company as at October 31, 2016 ("the statement"), prepared by the company and initialled by us for identification purposes.
2. It has been explained to us that as per the attached copy of the draft Composite Scheme of Arrangement ("the Scheme") between Heritage Foods Limited ("Transferor Company" or "HFL"), Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL" or "the Company") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013, the proposed appointed date for the purposes of Part II of the Scheme will be the commencement of business on 1 November, 2016 and for the purposes of Part III of the Scheme will be the close of business on 31 March, 2017 or such other date as the High Court and/ or the National Company Law Tribunal may direct or approve under the relevant provisions of the Act.
3. In the attached statement, the account balances (Equity Share Capital, Reserves and Surplus) used in the computation of pre arrangement net worth of the Company as at October 31, 2016 has been traced from the unaudited books of accounts of the Company for the period ended October 31, 2016 made available to us and the post arrangement net worth of the Company has been computed considering the accounting treatment contained in clause 15 and clause 29 of the Scheme, which is subject to court approval. As represented to us, the Scheme is purposed to be filed with the Hon'ble High Court of Judicature at Mumbai and High Court of Judicature at Hyderabad.
4. The accompanying statement is responsibility of company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our Scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre arrangement net worth and the post arrangement net worth of the Company as at October 31, 2016 computed in accordance with paragraph 3 above is as noted below:



New Delhi Branch: A 20/20, DLF City, Phase - I, Gurgaon - 122 002 Ph: 0124-4056132	Mumbai Branch: 511, The Corporate Centre, Nirmal Lifestyle Mall, L.B.S. Road, Mulund West, Mumbai - 400 080 Ph: 022-25671155 / 1199	Bangalore Branch: # 202, Akash Avenue, # 34, 1st Main, SBM Colony, Anand Nagar, Bangalore - 560 024 Ph : +91-9241570047	Jaigaon Branch: Flat No. 7, Krunal Apartments, Ganapathi Nagar, Jaigaon - 475 001 Cell : +91-9966738900	Navi Mumbai Branch: B-712, Groma House, Near APMC Market, Vashi, Navi Mumbai - 400703 Cell : +91-9967220322
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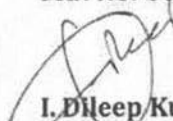
RAJU & PRASAD
CHARTERED ACCOUNTANTS

Head Office :
401, "Diamond House",
Adj. Amrutha Hills,
Punjagutta, Hyderabad - 500 082
Ph : 040 - 23410404/05/06
Fax : 040 - 23410403
E-mail : hyderabad@rajuandprasad.com
rajuandprasad@gmail.com

Particulars		Prior to giving effect to the proposed scheme (in Lakhs)	After giving effect to the proposed scheme (in Lakhs)
Share Capital:			
Equity issued & Paid up Capital	(A)	16.56	633.71
Reserves & Surplus:			
Securities premium			
Deficit in statement of P&L	(B)	(14.09)	(14.09)
Total Reserves & Surplus		(14.09)	(14.09)
Net Worth		2.47	619.62

6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Raju & Prasad
Chartered Accountants
FRN No: 003475S


I. Dileep Kumar
Partner
M. No: 223943



Date: 07/11/2016
Place: Hyderabad.

New Delhi Branch:
A 20/20, DLF City,
Phase - I,
Gurgaon - 122 002
Ph: 0124-4056132

Mumbai Branch:
511, The Corporate Centre,
Nirmal Lifestyle Mall,
L.B.S. Road, Mulund West,
Mumbai - 400 080
Ph: 022-25671155 / 1199

Bangalore Branch:
202, Akash Avenue,
34, 1st Main, SBM Colony,
Anand Nagar,
Bangalore - 560 024
Ph : +91-9241570047

Jalgaon Branch:
Flat No. 7,
Krunal Apartments,
Ganapathi Nagar,
Jalgaon - 475 001
Cell : +91-9966738900

Navi Mumbai Branch:
B-712, Groma House,
Near APMC Market,
Vashi,
Navi Mumbai - 400703
Cell : +91-9967220322

URL: www.rajuandprasad.com



R. S. AJWANI & CO.

CHARTERED ACCOUNTANTS

44, Khatau Building, 1st Floor,
Bank Street, Fort, Mumbai - 400 001.
Tel.: 022-22660109
Mob.: +91-92210 39100
✉ : rajwani1115@rediffmail.com

Date : November 7, 2016

To,
The Board of Directors,
Future Retail Limited
Knowledge House, Shyam Nagar,
Off Jogeshwari-Vikhroli Link Road,
Jogeshwari (East), Mumbai - 400 060

Dear Sirs,

1. At the request of Future Retail Limited ("the Company"), we have examined the attached statement of computation of pre and post net worth of the Company as at March 31, 2016 ("the statement"), prepared by the company and initialed by us for identification purposes.
2. It has been explained to us that as per the attached copy of the draft Composite Scheme of Arrangement ("the Scheme") between Heritage Foods Limited ("Transferor Company" or "HFL"), Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "the Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013. The proposed appointed date for the purposes of the Scheme will be the close of business on 31 March, 2017 or such other date as the High Court and/ or the National Company Law Tribunal may direct or approve under the relevant provisions of the Act.
3. In the attached statement, the account balances (Equity Share Capital, Reserves and Surplus) used in the computation of pre arrangement net worth of the Company as at March 31, 2016 has been traced from the audited books of accounts of the company for the period ended March 31, 2016 made available to us and the post arrangement net worth of the Company has been computed considering the accounting treatment contained in clause 28 of the Scheme, which is subject to court approval. As represented to us, the scheme is proposed to be filed with the Hon'ble High Court of judicature at Mumbai and High Court of Judicature at Hyderabad.
4. The accompanying statement is responsibility of company's management. Our responsibility is to verify the factual accuracy of the facts stated in the certificate. We conducted our examinations in accordance with the guidance notes on Audit reports





R. S. AJWANI & CO.

CHARTERED ACCOUNTANTS

44, Khatau Building, 1st Floor,
Bank Street, Fort, Mumbai - 400 001.
Tel.: 022-22660109
Mob.: +91-92210 39100
✉ : rajwani1115@rediffmail.com

and certificates for special purposes issued by the Institute of Chartered Accountants of India. Our Scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.

5. Based on the procedures mentioned in paragraph 3 above and according to the information and explanation given to us and specific representation received from the management, we certify that the pre arrangement net worth and the post arrangement net worth of the Company as at March 31, 2016 computed in accordance with paragraph 3 above is as noted below:

(INR in Crores)

Particulars	Pre-Arrangement	Post-Arrangement
Equity Share Capital	94.27	97.84
Reserves		
Securities Premium		291.43
On Composite Scheme of Arrangement	1874.58	1874.58
Surplus/(Deficit) in P&L Account	(490.66)	(490.66))
Total Net-worth	1478.19	1,773.19

6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchange, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For R S Ajwani & Co.
Chartered Accountants
ICAI Firm Registration No.: 131853W

R. S. Ajwani

Ravi Ajwani
Proprietor
Membership Number: 035574
Place: Mumbai
Date: 07th November, 2016






Percentage of Net Worth of the company, that is being transferred in the form of demerged undertaking and percentage wise contribution of the demerged division to the total turnover and income of the company in the last two years as per the following format:

(Rs. in Crores)

Particulars	Financial Year	Net worth	% of Total	Turnover	% to Total	Profit after Tax	% to Total
Demerged division (Retail, Agri, Bakery and VetCa)	2015-16	109.69	45.70	637.22	26.77	-18.27	-32.95
	2014-15	101.04	52.35	539.32	26.02	-16.59	-58.79
Other divisions (Dairy & Renewable Energy)	2015-16	130.31	54.30	1743.36	73.23	73.70	132.95
	2014-15	91.97	47.65	1533.65	73.98	44.80	158.79
Total	2015-16	239.99	100.00	2380.58	100.00	55.43	100.00
	2014-15	193.01	100.00	2072.97	100.00	28.21	100.00

For Heritage Foods Limited


Umakanta Barik
 Company Secretary



HERITAGE FOODS LIMITED
 (Formerly known as M/s. Heritage Foods (India) Limited)
 CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





To,
The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Arrangement Among Heritage Foods Limited ("Transferor Company" or "HFL" or "the Company") and Heritage Foods Retail Limited ("Transferee Company" or "Demerged Company" or "HFRL") and Future Retail Limited ("Resulting Company" or "FRL") and their respective Shareholders and Creditors ("the Scheme") under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013


In connection with the above application, we hereby confirm that:

- a) The proposed scheme of arrangement to be presented to any Hon'ble High Court of Hyderabad / High Court of Mumbai does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement (expected) capital structure and shareholding pattern;
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company;
 - iii) The Complaint report; and
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, has been disseminated on company's website as per Website link given hereunder:
<http://heritagefoods.in/draft.html>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company is not required to obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. The requirement of the Company to proceed with the draft Composite Scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it, is not applicable.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) The paid up capital of HFRL may undergo a change from the one given in the Scheme on account of further infusion for business purposes. Further, the Scheme also provides for reduction of paid up capital of HFRL. However, the number of shares of shares to be issued by FRL pursuant to the Composite Scheme shall remain unchanged (i.e. 1,78,47,420 equity shares of Rs. 2/- each fully paid) irrespective of the change in the share capital of HFRL

Place: Hyderabad
Date: 14/11/2016




HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY


Umakanta Barik
Company Secretary





Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee & Demerged Company	Transferor Company	Resulting Company
Name of the company	Heritage Foods Retail Limited (HFRL)	Heritage Foods Limited (HFL)	Future Retail Limited (FRL)
Date of Incorporation & details of name changes, if any	01/12/2008	05/06/1992 The name of the Company has changed from Heritage Foods India Limited to Heritage Foods Limited on 16/08/2013	The Company was originally incorporated as Bharti Retail Private Limited on February 7, 2007 at NCT of Delhi. Further, the name of the Company was changed to Bharti Retail Limited vide the necessary resolution dated April 24, 2009 and a fresh certificate of incorporation was obtained on May 21, 2009. Further, name was changed to its present name viz, Future Retail Limited vide special resolution dated November 18, 2015 and fresh certificate of incorporation pursuant to change of name dated May 25, 2016 was obtained from the Registrar of Companies, Maharashtra at Mumbai
Registered Office	# 6-3-541/C, Punjagutta Hyderabad- 500082 Telangana, India	# 6-3-541/C, Punjagutta Hyderabad- 500082 Telangana, India	Knowledge House, Shyam Nagar, Off.Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai – 400060
Brief particulars of the scheme	<p>The Retail, Bakery, Agri and VetCa verticals as defined in the Scheme) of HFL shall be transferred on a going concern basis as a slump sale to M/s. Heritage Foods Retail Limited (HFRL), a wholly owned subsidiary of M/s. Heritage Foods Limited (HFL) with effect from the commencement of business on November 1, 2016 (being the Appointed Date for slump sale). Heritage Foods Retail Limited shall discharge the consideration of Rs.135 Crores (Rupees One Hundred and Thirty Five Crores) by way of issue of 1,40,00,000 (One Crore Forty Lakhs) equity shares, at face value of Rs.10/- each with a premium of Rs.86.43/- to HFL.</p> <p>The Retail Business of M/s. Heritage Foods Retail Limited shall be transferred to and vested in Future Retail Limited by way of demerger as per the provisions of Sections 391 to 394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (as may be applicable) with effect from the close of business on March 31, 2017 (being the Demerger Appointed Date).</p> <p>In consideration for the demerger of Retail Business of HFRL into FRL in terms of the Scheme and based on share entitlement report issued by M/s S.R. Batliboi & Co. LLP, Independent Chartered Accountants and fairness opinion provided by M/s Keynote Corporate Services Limited, a Category I Merchant Banker, FRL will issue an aggregate of 1,78,47,420 (One Crore Seventy Eight Lakhs Forty Seven Thousand Four Hundred and Twenty) equity shares of Rs. 2/- (Rupees Two) each, fully paid up to the equity shareholders of HFRL as on the Record Date (as of now HFL) on a proportionate basis.</p> <p>The Scheme also provides for the reduction of paid up equity share capital and utilization of securities premium account of HFRL.</p>		



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY



Particulars	Transferee & Demerged Company	Transferor Company	Resulting Company
Rationale for the scheme	<p>The proposed arrangement would inter alia achieve the following objectives:</p> <ul style="list-style-type: none"> i. facilitate each business to be effectively integrated for achieving growth for each of the verticals independently; ii. enhance management focus and operational flexibility; iii. facilitate investment by strategic players; iv. create a platform to enhance financial flexibility to pursue growth; v. consolidation of the Retail operations of FRL and HFRL; vi. unlocking of value; and vii. synergies expected to bring in cost savings in the marketing, selling and distribution expenses for FRL 		
Date of resolution passed by the Board of Director of the company approving the scheme	07/11/2016	07/11/2016	07/11/2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	NA	07/11/2016	07/11/2016
Appointed Date	Commencement of business on 01/11/2016 (for Part II of the Scheme) & close of business on 31/03/2017 (for Part III of the Scheme)	Commencement of business on 01/11/2016 for Part II of the Scheme	Close of business on 31/03/2017 for Part III of the Scheme
Name of Exchanges where securities of the company are listed	NA	BSE Limited & National Stock Exchange of India	BSE Limited & National Stock Exchange of India
Nature of Business	Retail Trading and Veterinary Care	Manufacturing of Milk & Milk products, Retail trading, Agriculture, Bakery, Veterinary Care and Renewable Energy.	Retail Trading
Capital before the scheme	<p>Authorized Capital: Rs.15,00,00,000 (divided into 1,50,00,000 equity shares of face value Rs.10/- each)</p> <p>Paid up Capital: Rs.16,56,000 (divided into 1,65,600 equity shares of face value Rs.10/- each) as on 30th September, 2016</p>	<p>Authorized Capital: Rs.50,00,00,000 divided into 4,80,00,000 equity shares of face value Rs.10/- each and 20,00,000 Preference Shares of Rs.10 each.</p> <p>Paid up Capital: Rs.23,19,90,000 (divided into 2,31,99,000 equity shares of face value Rs.10/- each) as on 30th September, 2016</p>	<p>Authorized Capital: Rs.2500,00,00,000 (divided into 1250,00,00,000 equity shares of face value Rs.2/- each)</p> <p>Paid up Capital: 94,26,77,114 (divided into 47,13,38,557 equity shares of face value of Rs. 2 each), fully paid up as on 30th September, 2016.</p>



Particulars	Transferee & Demerged Company	Transferor Company	Resulting Company
No. of shares to be issued	<p>As a consideration for Slump Sale, Heritage Foods Retail Limited shall discharge the consideration of Rs.135 Crores (Rupees One Hundred and Thirty Five Crores) by way of issue of 1,40,00,000 (Once Crore Forty Lakhs) equity shares, at face value of Rs.10/- each with a premium of Rs.86.43/- to HFL</p> <p>As a consideration for Demerger, FRL will issue an aggregate of 1,78,47,420 (One Crore Seventy Eight Lakhs Forty Seven Thousand Four Hundred and Twenty) equity shares of Rs. 2/- (Rupees Two) each, fully paid up to the equity shareholders of HFRL as on the Record Date (as of now HFL) on a proportionate basis.</p>		
Cancellation of shares on account of cross holding, if any	NA		
Capital after the scheme	Paid up Capital: Rs.14,16,56,000 (divided into 1,41,65,600 equity shares of face value Rs.10/- each)	Paid up Capital: Rs.23,19,90,000 (divided into 2,31,99,000 equity shares of face value Rs.10/- each)	Paid up Capital: Rs 97,83,71,954/- (divided into 48,91,85,977 equity shares of face value Rs. 2 each)
Net Worth	as at 30/09/2016 (Rs. in crores)	as at 30/09/2016 (Rs. in crores)	as at 31/03/2016 (Rs. in crores)
Pre	0.025	278.09	1478.19
Post	6.20	278.60	1773.19
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	<p>M/s. Raju and Prasad Chartered Accountant Firm No:0034755 and M/s S.R. Batliboi & Co. LLP, Chartered Accountants ICAI FRN 301003E/E300005</p>		M/s S.R. Batliboi & Co. LLP, Chartered Accountants ICAI FRN 301003E/E300005
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	<ul style="list-style-type: none"> For Slump Sale under Part II of the Scheme, Net Assets Value Method has been considered ; and For Demerger under Part III of the Scheme, Discounted Cash Flows Method has been considered 	For Slump Sale under Part II of the Scheme, Net Assets Value Method has been considered	For Demerger under Part III of the Scheme, Market Price Method (based on average weekly high and low of volume weighted average price during last 26 weeks and 2 weeks) has been considered
Fair value per shares	<ul style="list-style-type: none"> Rs.96.43 – for the purpose of Part II of the Scheme (including Retail division and VetCa division of the Company); and Rs.208.25 – for the purpose of Part III of the Scheme (excluding the VetCa division of the company) 	NA	Rs. 165.29



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO : 22000 CERTIFIED COMPANY



Particulars	Transferee & Demerged Company	Transferor Company	Resulting Company
Exchange ratio	<p>As a consideration for Slump Sale, Heritage Foods Retail Limited shall discharge the consideration of Rs.135 Crores (Rupees One Hundred and Thirty Five Crores) by way of issue of 1,40,00,000 (Once Crore Forty Lakhs) equity shares, at face value of Rs.10/- each with a premium of Rs.86.43/- to HFL</p> <p>FRL will issue an aggregate of 1,78,47,420 (Once Crore Seventy Eight Lakhs Forty Seven Thousand Four Hundred and Twenty) equity shares of Rs. 2/- (Rupees Two) each, fully paid up to the equity shareholders of HFRL as on the Record Date (HFL).</p>		
Name of Merchant Banker giving fairness opinion	M/s. Keynote Corporate Services Ltd, Mumbai		
Shareholding pattern as on 30/11/2016	Pre (HFRL) No. of Shares % of holding	Pre (HFL) No. of Shares % of holding	Pre (FRL) No. of Shares % of holding
Promoter	165600 100.00	9256846 39.90	230115436 48.82
Public	0 0.00	13942154 60.10	241223121 51.18
Custodian	0 0.00	0 0.00	0 0.00
TOTAL	165600 100.00	23199000 100.00	471338557 100.00
	Post (HFRL) No. of Shares % of holding	Post (HFL) No. of Shares % of holding	Post (FRL) No. of Shares % of holding
Promoter	14165600* 100.00	9256846 39.90	230115436 47.04
Public	0 0.00	13942154 60.10	259070541 52.96
Custodian	0 0.00	0 0.00	0 0.00
TOTAL	14165600 100.00	23199000 100.00	489185977 100.00
	*Upon the Scheme becoming effective, the paid up share capital of HFRL shall stand reduced upon cancellation of the paid up share capital. However, HFL would continue to hold the entire share capital of HFRL		
No of shareholders	As on 30 th September, 2016 7	As on 30 th September, 2016 16225	As on 30 th September, 2016 44058 (without considering the allotment of shares pursuant to the Scheme)
Names of the Promoters	M/s. Heritage Foods Limited	<u>Promoters along with Persons Acting in Concert</u> 1.Mr. Ramakrishna Nandamuri 2.Dr. V Naga Raja Naidu 3.Mrs.Nara Bhuvaneswari 4.Mrs. Nandamuri Vasundara 5.Mr. Nara Lokesh 6.Mr. A Siva Sankara Prasad 7.Mrs. Kathya N P 8.Mr. Durga Ramakrishna N P 9.Mr. Nandamuri Balakrishna 10.Mr. N Balakrishna Mrs. N Vasundara (Joint Holder) 11.Mr. Ramakrishna N P 12.Mrs. Neelima N P	<u>Promoters along with Persons Acting in Concert</u> 1. Mr. Vivek Biyani 2. Mr. Vijay Biyani 3. Mr. Sunil Biyani 4. Mr. Rakesh Biyani 5. Mr. Laxminarayan Biyani 6. Mr. Kishore Biyani 7. Mr. Gopikishan Biyani 8. Mr. Anil Biyani 9. Ms. Ashni Kishore Biyani 10. M/s. Akar Estate And Finance Private Limited 11. M/s. Future Capital Investment Private Limited 12. M/s. Manz Retail Private Ltd



Particulars	Transferee & Demerged Company	Transferor Company	Resulting Company
		13.Mrs. N Brahmani 14.M/s. Megabid Finance & Investment Pvt Ltd	13. M/s. Ryka Commercial Ventures Private Limited 14. M/s. Gargi Business Ventures Private Limited 15. M/s. PIL Industries Limited 16. M/s. Future Corporate Resources Limited
Names of the Board of Directors	1.Mr. D Seetharamaiah 2.Mrs. N Bhuvaneswari 3.Mr. N Lokesh 4.Mrs. N Brahmani 5.Dr. M Sambasiva Rao	1.Mr. D Seetharamaiah 2.Mr. Rajesh Thakur Ahuja 3.Mr. N Sri Vishnu Raju 4.Dr. V Nagaraja Naidu 5.Mr. N Lokesh 6.Mrs. N Bhuvaneswari 7.Mrs. N Brahmani	1. Mr. Kishore Biyani 2. Mr. Rakesh Biyani 3. Mr. Rajan Bharti Mittal 4. Mr. Ravindra Dhariwal 5. Mr. Shailendra Bhandari 6. Ms. Gagan Singh
Details regarding change in management control if any	No change in control or Management of either of the Companies. However, upon the Scheme becoming effective, the Retail business of HFRL shall stand transferred and vested into FRL.		

CS



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





Confirmation in view of RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 in relation to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Heritage Foods Limited ("the Company"), hereby confirm that the Company including all of our directors and promoters have not been categorized as wilful defaulters and have not indulged in any wilful default as defined in RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015.

For, **HERITAGE FOODS LIMITED**

Umakanta Barik

Company Secretary



HERITAGE FOODS LIMITED
(Formerly known as M/s. Heritage Foods (India) Limited)
CIN : L15209TG1992PLC014332
AN ISO: 22000 CERTIFIED COMPANY





Heritage Foods Retail Limited

Confirmation in view of RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 in relation to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Heritage Foods Retail Limited ("the Company"), hereby confirm that the Company including all of our directors and promoters have not been categorized as wilful defaulters and have not indulged in any wilful default as defined in RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015.

For, **HERITAGE FOODS RETAIL LIMITED**

Authorized Signatory



FUTURE RETAIL



Confirmation in view of RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 in relation to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Future Retail Limited ("the Company"), hereby confirm that the Company including all of our directors and promoters have not been categorized as wilful defaulters and have not indulged in any wilful default as defined in RBI Circular RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015.

For Future Retail Limited

N. Virendra Samani

Virendra Samani
Dy. Company Secretary
ACS 12971

Place : Mumbai

Date : 17th November, 2016

