



BNY MELLON

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE NOTES. IF BENEFICIAL OWNERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.

If you have recently sold or otherwise transferred your entire holding(s) of Notes (as defined below), you should immediately forward this Notice to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of the Notes, you should retain a copy of this Notice and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

NOTICE TO HOLDERS

FUTURE RETAIL LIMITED (the “Company”)

5.60% Senior Secured Notes due 2025 (the “Notes”)

144A CUSIP: **36118E AA0** | ISIN: **US36118EAA01** | Common Code: **209902575**
Reg S CUSIP: **Y267BJ GT5** | ISIN: **USY267BJGT59** | Common Code: **209902583**

November 3, 2023

Reference is made to:

- A. the indenture governing the Notes dated January 22, 2020 (as amended or supplemented from time to time, the “**Indenture**”) made between, among others, the Company and The Bank of New York Mellon, as trustee (the “**Trustee**”); and
- B. the Trustee’s Notices listed in Annex A herein.

All capitalized terms and expressions used but not defined in this Notice shall have the meanings assigned to such terms and expressions in the Indenture and the Trustee Notices.

Twenty-Fifth Committee of Creditors Meeting

The twenty-fifth meeting of the COC of the Company was held on Thursday, October 26, 2023 at 11:30 a.m. Indian standard time (the “**Twenty-Fifth Meeting**”). The Trustee attended the Twenty-Fifth Meeting.

Copies of the meeting agenda and meeting minutes, which includes five voting agenda items, of the Twenty-Fifth Meeting are attached hereto as Annex B and Annex C, respectively.

Holders are directed to the confidentiality requirements included in Annex B and Annex C hereto. Holders are required to treat all information and documents provided in connection with the CIRP as confidential, sensitive and privileged.

Voting for agenda items of the Twenty-Fifth Meeting – action required

Matters relating to Section 28 of the Insolvency and Bankruptcy Code, 2016 (i.e., to approve and ratify the payments towards lease rentals to related parties of the Company as insolvency resolution process cost), Regulation 39B (i.e., to approve the best estimate of the amount required to meet the liquidation cost i.e., difference between the liquidation cost and liquid assets of the Company in case an order for liquidation is passed by the National Company Law Tribunal (NCLT) and in the event the estimated value of liquid assets is lower than the estimated value of liquidation cost), Regulation 39BA (i.e., to examine whether the Company should consider exploring compromise or arrangement under Section 230 of the Companies Act, 2013), Regulation 39C (i.e., to consider passing a resolution for liquidating the Company as a going concern or sale of business of the Company as a going concern) and Regulation 39D (i.e., to consider approving the fee payable to the liquidator in case an order for liquidation is passed by the NCLT) of the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations 2016 were discussed at the Twenty-Fifth Meeting and form the voting agenda items.

Following receipt of the voting results, the Resolution Professional will proceed to make the necessary application for liquidation under Section 33 of the Insolvency & Bankruptcy Code, 2016.

Electronic voting for agenda items from the Twenty-Fifth Meeting commenced on Wednesday, November 1, 2023 at 10:00 a.m. Indian standard time and the deadline for voting is Wednesday, November 8, 2023 at 6:00 p.m. Indian standard time.

The Trustee requests Holders to submit their respective voting instructions no later than **5:00 p.m. (Hong Kong time) on Wednesday, November 8, 2023 (the “Instruction Deadline”)** by using the voting instruction form attached as Annex D hereto. Voting instructions should be sent by e-mail to: jeremy.hollingsworth@bnymellon.com with copy to: dagemea@bnymellon.com

For the purposes of submitting voting instructions, the record date will be November 3, 2023 (the “**Record Date**”). If you were not a Holder as of the Record Date, please contact the transferor to input your voting instructions.

Holders that fail to provide voting instructions to the Trustee on or before the Instruction Deadline will be excluded from the voting calculation.

Closure of virtual data room

The virtual data room will be closed by the Resolution Professional on Monday, November 13, 2023. The Trustee has not downloaded any documents from the virtual data room. Any Holder that wishes to receive a copy of the information uploaded in the virtual data room will need to provide instructions and prefunding to the Trustee no later than 12:00 p.m. Hong Kong time on Thursday, November 9, 2023.

Pre-funding Request

In accordance with Section 7.02(vi) (*Rights of Trustee*), the Trustee requests prefunding from Holders with respect to expenses incurred by the Trustee (including, for the avoidance of doubt, the fees and costs of legal counsels) in connection with the Proof of Claim, attending COC meetings, reporting to Holders following such COC meetings, facilitating voting by Holders and related matters.

The Trustee and its legal counsels have performed a substantial amount of work in connection with submission of Holders’ claim in the CIRP, attending COC meetings and working with the Resolution Professional on related items. Work performed by the Trustee and its legal counsels to date includes (among other things):

- preparing and filing of Proof of Claim by the Trustee for and on behalf of the Holders which included review of the court order, putting the Company into insolvency and subsequent announcements by the Resolution Professional, review and analysis of Indenture provisions, determining Trustee's position as a financial creditor of the Company for the purposes of the CIRP and engaging in detailed discussions with the Resolution Professional and its legal counsel with respect to the Resolution Professional's rejection of a portion of the Trustee's claim amount corresponding to interest due from the insolvency commencement date up to the maturity date of the Notes;
- attending COC meetings (25 COC meetings have been conducted as of the date of this Notice);
- review and extensive negotiation of the terms of the Confidentiality Undertaking with the Resolution Professional and its legal counsel;
- drafting notices to be sent to the Holders informing about the CIRP matters and seeking votes of the Holders in connection with the voting items under the COC meetings;
- setting up e-voting and providing voting results to the Resolution Professional; and
- advice to the Trustee on the IBC, under which the CIRP is conducted, and New York law governed Indenture and related duties of the Trustee.

Section 6.11 (*Priorities*) of the Indenture provides that the fees, costs and expenses (including indemnity payments and fees, costs and expenses of legal counsel) of the Trustee, the Agents and the Security Trustee incurred for filing the Proof of Claim, attending the COC meetings and related matters will be paid in advance of any payment to the Holders.

The Trustee and its legal counsels have so far incurred an aggregate amount in excess of US\$800,000¹ in fees and expenses and continue to incur additional fees and expenses.

Extract from the Indenture

Section 7.02(vi) (*Rights of Trustee*) of the Indenture provides, "*The Trustee will be under no obligation to exercise any of the rights or powers vested in it by this Indenture or enforce any of the terms of the Indenture or the Notes at the request or direction of any of the Holders unless such Holders have offered to the Trustee indemnity and/or security and/or pre-funding satisfactory to the Trustee against the losses, liabilities and expenses that might be incurred by it in compliance with such request or direction.*"

No Further Action by the Trustee

Unless instructed to do so by a requisite number of Holders (and subject to it being indemnified, secured and/or pre-funded to its satisfaction) in accordance with the Indenture, the Trustee does not presently intend to take any further action in relation to the CIRP.

Verification of Holdings

Please note that in any correspondence with the Trustee, Holders will be required to submit their proof of holding together with due written authorization. Accordingly, in order to facilitate any communication with the Holders of the Notes and the provision of any information such as transaction documents, the Trustee hereby invites all Holders to make themselves known to the Trustee and to verify their holdings of the Notes to the Trustee as follows:

- I. **Euroclear/Clearstream holdings:** Holders at a European depository should contact their custodian and direct it to have Euroclear/Clearstream send a SWIFT to The Bank of New York Mellon (IRVTGB2XEXC) as Paying Agent (attention: Default Group – Jeremy Hollingsworth) disclosing:

¹ Note: This amount does not include trustee's and its legal counsel's fees and expenses incurred with respect to the proposed merger with the Reliance entities and related indenture compliance. Such amounts will be top-sliced by the Trustee from recovery proceeds.

1. ISIN
2. Account number
3. Participant name
4. Nominal amount
5. Beneficial holder details (including e-mail address)

II. **DTC holdings:** Holders holding securities with DTC must instruct their custodian to provide the Trustee with a letter of holding(s). Such letter should include holding(s) details (nominal amount, CUSIP, beneficial holder name including contact information and the DTC participant number where the securities are held). The letter must be signed by an authorized signatory.

Trustee's Contact Details

The Trustee may be contacted using the following details:

Address: The Bank of New York Mellon
240 Greenwich Street
New York, NY 10286
United States of America

With a copy to: The Bank of New York Mellon
Level 5, 360 Collins Street
Melbourne, Victoria 3000
Australia

For the attention of: Jeremy Hollingsworth

Email: jeremy.hollingsworth@bnymellon.com with copy to:
dagemea@bnymellon.com

Note: No delay or forbearance by the Trustee in exercising any right or remedy accruing upon the occurrence of a Default, Event of Default or otherwise under the terms of the Indenture and/or the Notes, at law or otherwise shall impair any such right or remedy or constitute a waiver thereof or acquiescence thereto.

The above communication is made without prejudice to any and all of the Trustee's rights under the Indenture, all of which are expressly reserved.

The Trustee provides the data above for the information of Holders, but makes no representation as to the accuracy or completeness thereof and cannot accept any liability for any loss caused by any inaccuracy therein. The Trustee expresses no opinion as to the action (if any) that Holders should take in relation to the matters set out above. The Trustee makes no recommendations and gives no legal or investment advice herein or as to the Notes generally. Holders should take and rely on their own independent legal, financial or other professional advice, and may not rely on advice or information provided to the Trustee, statements as to the legal position included in notices issued by the Trustee relating to the Notes or otherwise or the views of the Trustee expressed herein or otherwise.

The Trustee expressly reserves its rights under the Indenture and at law or otherwise, including without limitation, any right to recover in full its fees, costs and expenses (including, without limitation, fees and costs incurred or to be incurred by the Trustee in performing its duties, indemnities owing to or to become owing to the Trustee, compensation for the Trustee's time spent, and reimbursement for the fees and expenses of counsel and other agents it employs in performing its duties or to pursue remedies) and its rights, prior to exercising any rights or powers in connection with the Indenture and at the request and/or direction of any Holder, to receive security, prefunding and/or indemnity satisfactory to it against all costs, expenses and liabilities that might be incurred by the Trustee in complying with such request and/or

direction.

CUSIP, ISIN and Common Code numbers appearing herein have been included solely for the convenience of the Holders. The Trustee assumes no responsibility for the selection or use of such number and makes no representation as to the correctness of the numbers listed above.

This Notice is given by

THE BANK OF NEW YORK MELLON

in its capacity as Trustee

ANNEX A

Trustee's Notices

- A. Trustee's notice dated August 19, 2022;
- B. Trustee's notice dated August 26, 2022;
- C. Trustee's notice dated September 6, 2022;
- D. Trustee's notice dated September 21, 2022;
- E. Trustee's notice dated October 11, 2022;
- F. Trustee's notice dated October 26, 2022;
- G. Trustee's notice dated November 9, 2022;
- H. Trustee's notice dated December 12, 2022;
- I. Trustee's notice dated January 19, 2023;
- J. Trustee's notice dated January 30, 2023;
- K. Trustee's notice dated February 10, 2023;
- L. Trustee's notice dated February 27, 2023;
- M. Trustee's notice dated March 13, 2023;
- N. Trustee's notice dated March 16, 2023;
- O. Trustee's notice dated March 24, 2023;
- P. Trustee's notice dated March 28, 2023;
- Q. Trustee's notice dated April 12, 2023;
- R. Trustee's notice dated April 17, 2023;
- S. Trustee's notice dated May 2, 2023;
- T. Trustee's notice dated May 12, 2023;
- U. Trustee's notice dated May 24, 2023;
- V. Trustee's notice dated June 2, 2023;
- W. Trustee's notice dated July 11, 2023;
- X. Trustee's notice dated July 19, 2023;
- Y. Trustee's notice dated July 26, 2023;
- Z. Trustee's notice dated August 2, 2023;

- AA. Trustee's notice dated August 22, 2023;
- BB. Trustee's notice dated September 4, 2023;
- CC. Trustee's notice dated September 8, 2023;
- DD. Trustee's notice dated September 13, 2023;
- EE. Trustee's notice dated September 18, 2023;
- FF. Trustee's notice dated September 26, 2023; and
- GG. Trustee's notice dated October 10, 2023 (items A to GG are collectively referred to in this Notice as the "**Trustee Notices**").

ANNEX B

Meeting Agenda – Twenty-Fifth COC held on October 26, 2023



Twenty Fifth Meeting of Committee of Creditors Future Retail Limited

26 October 2023

We welcome all participants to the Twenty Fifth Meeting of the Committee of Creditors of

Future Retail Limited

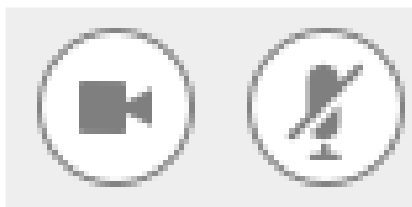
The meeting shall commence shortly

Video Conference instructions :

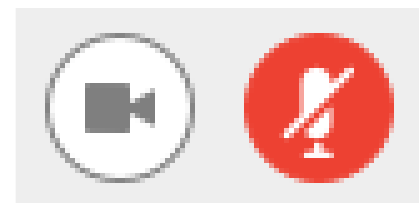
- You are also requested to **mute** yourself when not speaking to avoid disturbance.
- **Please mention name of the Authorized Attendees and Bank in the chat box to record your attendance**



Mute



Unmute to speak



Mute again

- Attendance is being collated and verified by our team.
- List of all participants will shortly be presented.
- **Please mention your name and Bank's name first before you start speaking during the meeting**
- If you face any technical issue during the meeting, you may use the chat box or reach out Ashish Sharma at 9040373267 or Rahul Oza at 98207 72703 for assistance.

Important Notice

All participants of the meeting of the Committee of Creditors ('CoC') are requested to kindly take note of the below

1. Any information available to the participants of the CoC is confidential, sensitive and privileged and should not be shared with their advisory colleagues or affiliates in any manner whatsoever. The recipient of all such information is bound by the terms laid out in the Confidentiality Undertaking;
2. The participants of the CoC should ensure that appropriate "Chinese Walls" have been created to ensure restricted access to all information available to them as a member of the CoC;
3. No person having access to the CoC or supervising and/or assisting those representing the lender at the CoC should advise or link directly or indirectly on the advisory side;
4. The participants in the Committee of Creditors shall maintain confidentiality of all information relating to the Future Retail Limited ("Corporate Debtor") and/ or corporate insolvency resolution process of the Corporate Debtor, including without limitation, the matters discussed in the present 25th meeting of the Committee of Creditors of the Corporate Debtor. All information and matters discussed in the 25th meeting of the Committee of Creditors of the Corporate Debtor shall be used by the participants solely in accordance with the terms of the Insolvency & Bankruptcy Code, 2016 ("IBC"/ "the Code") and related regulations while safeguarding the confidentiality and privacy of the information

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Agenda No. ¹	Contents	Slide No.
Chair and Quorum		
1	The Resolution Professional (“RP”) to take the Chair	6
2	To take roll call and determine requisite quorum and determine the mode of participation	6
List of Matters to be discussed		
3	To take on record the minutes of Twenty Fourth meeting of CoC held on 30 September 2023	6
4	To provide an update on CIRP process viz. sale of inventory, valuation of assets at the Future Supply Chain Solutions Limited warehouses, etc.	15
5	To consider and discuss way forward on insolvency resolution / liquidation of the Corporate Debtor	19
6	<p>To deliberate, discuss and make a best estimate of the (a) amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and (b) value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations).</p> <p>To consider and discuss a plan providing for contribution for meeting the difference between the two values (arrived under Regulation 39B of the CIRP Regulations) in the event the estimated value of the liquid assets under Regulation 39B(2) of the CIRP Regulations is less than the estimated liquidation costs under Regulation 39B(1)</p>	20
7	To examine whether to explore compromise or arrangement as referred to under sub - regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 (as per Regulation 39BA(1) and 39BA(2) of the CIRP Regulations)	32

¹ Agenda No. as per agenda in the notice to the CoC meeting

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Agenda No. ¹	Contents	Slide No.
8	To consider, discuss and recommend whether the liquidator may first explore the sale of the Corporate Debtor as a going concern under clause (e) of Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33 of the Code, and, to identify and group the assets and liabilities, which according to the CoC's commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 (in case a recommendation is made by the CoC for sale as going concern)(as per Regulation 39C of the CIRP Regulations)	32
9	To consider and fix the fee payable to the liquidator, as per Regulation 39D of the CIRP Regulations, if an order for liquidation is passed under Section 33 of the Code, for (a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013 (b) the period, if any, used for sale under clauses (e) and (f) of Regulation 32 Liquidation Regulations and (c) the balance period of liquidation.	35
10	To consider and discuss the return of the Earnest Money Deposit submitted by resolution applicants at the time of submission of their resolution bids/resolution plans.	38
ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR		

¹Agenda No. as per agenda in the notice to the CoC meeting

Agendas 1, 2, & 3:

- **The Resolution Professional (“RP”) to take the Chair**
- **To take roll call and determine requisite quorum and determine the mode of participation**
- **To take on record the minutes of Twenty Fourth meeting of CoC held on 30 September 2023**

Summary of the List of Creditors as on October 20, 2023

Amount in INR Crores

Particulars of Claimant	No of Claims	Amount Claimed	Claim Admitted		Amount of Claim not Admitted	Amount of Contingent Claim
			In INR Cr	% of total amount admitted		
Financial Creditors	38	21,842.80	19,773.03	69.52%	2,069.78	-
<u>Operational Creditors:²</u>						
Statutory authorities and government body	114	643.79	200.39	30.48%	428.08	15.31
Related parties	9	2,192.29	1,971.59		220.70	-
Other creditors (Vendors , Service Providers & Landlords)*	1,945	6,758.96	6,382.80		367.57	8.59
Employees and workmen	5,922	72.27	0.39		71.88	-
Employees and workmen – through authorised representatives	3	128.82	114.01		14.81	-
Others – BBPC/Future Pay/Gift Vouchers	2,221	1.92	0.99		0.93	-
Total Creditors	10,252	31,640.85	28,443.20	100%	3,173.75	23.9

*Change in claim amount verified and admitted is by 1 claim amounting to INR 1.71 crore. The said claim is considered by the Resolution Professional basis the directions of the Hon'ble Adjudicating Authority condoning the delay in filing the claim.

List of Financial and Operational claims received post October 18, 2022

Amount in INR Crores

Particulars of Claimant	No of Claims	Amount Claimed
Financial creditors	1	6.06
Statutory authorities and government body	13	137.99
Other Creditors (Vendors , Service Providers & Lease)	288	423.19
Employees and workmen	248	3.55
Others – BBPC/Future Pay/Gift Vouchers	1,638	1.47
Total	2,188	572.26

Summary of the List of Creditors as on October 20, 2023

Notes:

1. In relation to the cases where claimants submit the claim amount in foreign currency, figures has been converted into INR from USD/EURO/OMR as per Regulation 15 of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 (“CIRP Regulations”)
2. Please note:
 - a) The above list of creditors reflects claims received by IRP/RP upto October 18, 2022, verified as on October 20, 2023.
 - b) The RP has maintained a separate list of claims received after the 90th day from ICD (i.e., October 18, 2022), which the RP was not in a position to verify on account of the then applicable provisions of Regulation 12(2) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Process) Regulations, 2016 The said list of claims shall be uploaded on the virtual data room for access to the members of Committee of Creditors.
 - c) Claims of the creditors have been verified (to the extent possible) and admitted basis documents shared by claimants. Due to non-availability of information, supporting documents and personnel from the corporate debtor, and in order to solicit cooperation and assistance from the relevant stakeholders, the resolution professional has filed application under Section-19 of the Insolvency and Bankruptcy Code, 2016. The resolution professional shall revise the amounts of claims admitted, when he comes across additional information warranting such revision in accordance with Regulation 14 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
 - d) Below-mentioned claims are categorized as “contingent”:
 - i. The claims filed on the basis of show cause notice issued to the corporate debtor by the relevant statutory authority are subject to outcome of the proceedings before the relevant authority and have been categorized as contingent claims.
 - ii. The claim is subject to outcome of the proceedings before the relevant authority due to the matter being sub-judice before such authority and have been categorized as contingent claims .
 - e) Below-mentioned claims are categorized as “not admitted”:
 - i. Claims filed in respect of the transactions of Claimants with an entity other than the Corporate Debtor, not involving any claim against the Corporate Debtor, have not been admitted.
 - ii. Claimants who have filed both a correct and incorrect form, in such a case, the incorrect form has not been considered.
 - iii. Claims of Claimants who have not submitted requisite details for the purpose of verification despite several reminders have not been admitted

For employee claims, please refer to Note f below.
 - f) Employee claims:
 - i. Claims of the creditors have been verified (to the extent possible) and admitted basis documents shared by the purported authorized representative on behalf of FRL Employee Welfare Association.

Summary of the List of Creditors as on October 20, 2023

Notes:

- ii. RP has received letter of authorization of the aforementioned purported authorized representative. However, RP has not received any supporting document to validate the correctness of the authority given by the FRL employee welfare association. The claim is subject to receipt and verification of the supporting documents to verify the authority given to the purported authorized representative.
- iii. Claims of employees, wherever claimed by both purported authorized representative under Form E as well as employees individually, have been considered and verified basis the claim submitted by purported authorized representative under Form E.
- iv. Dues towards provident fund, wherever claimed by both EPFO as well as employees, has been considered and verified basis the claim submitted by EPFO under government dues claim.
- v. RP has received claims from certain employees amounting to INR 4.42 Cr which could not be verified (including the breakup of such amount between salary and any statutory payments, if any) and have not been admitted due to lack of documents despite follow ups with such claimants. Such claims are subject to further updation in accordance with Regulation 14 in case of receipt of additional information.
- g) Vide an order dated 6 October 2022 ("Order") passed by the Thane District Consumer Disputes Redressal Forum, an amount of INR.15,000 (Rupees Fifteen Thousand Only) has been awarded in favour of Mr. Anand Tripathi. However, since the claim of Mr. Tripathi's outstanding dues basis the Order was received by the RP subsequent to 90 days from the Insolvency Commencement Date, the same could not be verified and admitted. Prospective resolution applicants are requested to take note of the same.
- h) *The list of creditors (and further modifications, if any, to the list of creditors) has been duly uploaded on the website of the Corporate Debtor, IBBI and shall be shared in the virtual data room for access to members of Committee of Creditors*
- i) Delhi Metro Rail Corporation Limited ("DMRC") has adjusted the security deposit given by corporate debtor which was invoked post the insolvency commencement date in the claim submitted by it. Being an amount which was invoked during the CIRP, the resolution professional has not adjusted the said invoked security deposit against dues pertaining to the pre-insolvency commencement date and has considered the same towards adjustment against the insolvency resolution process cost accruing in respect of the concerned premises.
- j) The claimant, Deputy Commissioner of Sales Tax Mumbai, Maharashtra has claimed the status as secured creditor, relying upon Section 37 of the Maharashtra Value Added Tax Act 2002 and the judgement of Hon'ble Supreme Court in the matter of State Tax Officer vs Rainbow Papers Limited. However, this should not be construed as admission/ perfection of any such security interest, and the treatment of such claim shall remain subject to applicable provisions of IBC and the outcome of ongoing CIRP.
- k) The claimant, CGST & CEX, Mumbai East Commissionerate has claimed the status as secured creditor, relying upon Section 82 of Central Goods and Services Tax Act, 2017 and the judgement of Hon'ble Supreme Court in the matter of State Tax Officer vs Rainbow Papers Limited. However, this should not be construed as admission/ perfection of any such security interest, and the treatment of such claim shall remain subject to applicable provisions of IBC and the outcome of ongoing CIRP.
- l) The claims albeit received post 90 days from insolvency commencement date, have been verified upon receipt of directions from the Hon'ble Adjudicating Authority, condoning the delay and directing the resolution professional to consider the claim.
- m) The claimant has claimed the status as secured creditor, relying upon Debenture Trust Deed dated 29 August 2019 for its fees and other expenses towards services provided by it in relation to the debentures issued by the Issuer under this Debenture Trust Deed.

Summary of Financial Creditors as on October 20, 2023

Amount in INR Crores

Sr No	Name of Financial Creditors	Total claimed amount	Total amount verified	Amount Not Admitted	% voting share	Remarks
1	Bank of New York Mellon	4,669.85	4,109.41	560.44	20.78%	<ul style="list-style-type: none"> The claim rejected pertains the interest charged from 21 July 2022 till the date of Maturity (i.e. January 22, 2025).
2	Bank of Baroda	1,826.09	1,826.09	-	9.24%	
3	Union Bank of India	2,002.42	1,779.31	223.11	9.00%	<ul style="list-style-type: none"> The claim rejected pertains to the NCDs (Series II) which were issued to FRL and Centbank Financial Services Limited was appointed as Debenture trustees. Thus, the claim is already filed by Centbank with RP and same has been admitted. Therefore, the claim filed by individual debenture holder can not be admitted
4	Central Bank of India	1,656.96	1,656.96	-	8.38%	
5	Bank of India	1,188.11	1,181.61	6.50	5.98%	<ul style="list-style-type: none"> The claim rejected pertains the Bank Guarantee amount which was backed by 100% margin from Group company, and same has been invoked by beneficiary and paid off from the margin amount on October 12, 2022.
6	Punjab National Bank	1,066.43	1,066.43	-	5.39%	
7	Indian Bank	993.08	993.08	-	5.02%	
8	State Bank of India	990.17	990.17	-	5.01%	
9	Axis Trustee Services Limited	1,266.28	795.50	470.79	4.02%	<ul style="list-style-type: none"> Claim rejected includes claim of INR 124.42 Cr towards NCDs issued by Future Ideas Company Ltd. It is Operating lease therefore, can not be admitted as Financial claim. Claim rejected includes claim of INR 301.26 Cr towards NCDs issued by NuFuture Digital (India) Pvt Ltd. It is Operating lease therefore, can not be admitted as Financial claim. Claim rejected includes claim of INR 45.11 Cr towards NCDs issued by Bhavna Assets Operators Pvt Ltd. It is Operating lease therefore, can not be admitted as Financial claim.
10	Centbank Financial Services Ltd - Canara Bank	653.25	653.25	-	3.30%	

Summary of Financial Creditors as on October 20, 2023

Amount in INR Crores

Sr No	Name of Financial Creditors	Total claimed amount	Total amount verified	Amount Not Admitted	% voting share	Remarks
11	UCO Bank	564.20	564.20	-	2.85%	
12	IDBI Bank	513.95	511.21	2.74	2.59%	<ul style="list-style-type: none"> The claim rejected pertains to expired BGs for INR 2.74 Cr
13	Axis Bank Limited	464.47	464.47	-	2.35%	
14	Bajaj Finance Limited	398.10	398.10	-	2.01%	
15	Indusind Bank	357.67	357.67	-	1.81%	
16	Canara Bank	1,127.45	335.92	791.52	1.70%	<ul style="list-style-type: none"> Claim rejected on account of duplication as the same pertains to the NCDs which were issued by FEL for which FRL has provide Corporate Guarantee, for which Centbank Financial Services Limited (in its capacity as Debenture trustees) had already filed a claim which has been admitted by the RP. Claim in respect of the Tri-partite agreement is under verification
17	Centbank Financial Services Ltd - Punjab National Bank	299.70	299.66	0.04	1.52%	<ul style="list-style-type: none"> Claim rejected pertains to penal interest charged which is not as per the terms of agreement.
18	Vistra ITCL (India) Limited	276.46	276.39	0.08	1.40%	<ul style="list-style-type: none"> The claim rejected pertains the remuneration of trustee as it is operational debt as per Section 5(20) and Section 5(21) of the Code, same can not be part of FCs claims. Requested to file the claim towards debenture trustee fee in Form B for the services provided by them
19	Centbank Financial Services Ltd - Union Bank	223.11	223.11	-	1.13%	
20	IDFC First Bank Limited	220.56	220.56	-	1.12%	
21	Cooperative Rabobank U.A., Mumbai Branch	180.57	180.57	-	0.91%	
22	JC Flowers Asset Reconstruction Private Limited	148.70	148.70	-	0.75%	

Summary of Financial Creditors as on October 20, 2023

Amount in INR Crores

Sr No	Name of Financial Creditors	Total claimed amount	Total amount verified	Amount Not Admitted	% voting share	Remarks
23	The Jammu & Kashmir Bank	108.57	108.57	-	0.55%	
24	Indian Overseas Bank	107.23	107.23	-	0.54%	
25	HDFC Bank	97.65	97.65	-	0.49%	
26	DBS India Bank Limited	95.85	95.85	-	0.48%	
27	Qatar National Bank (QPSC)	58.53	58.53	-	0.30%	
28	Barclays Bank PLC	58.19	58.19	-	0.29%	
29	Kotak Mahindra Bank Limited	54.33	54.33	-	0.27%	
30	RBL Bank Ltd	51.16	51.16	-	0.26%	
31	Avendus Finance Private Limited	55.47	49.68	5.79	0.25%	
32	Shinhan Bank	19.64	19.61	0.04	0.10%	<ul style="list-style-type: none"> GST claimed on penal interest is rejected
33	APAC Financial Services Pvt Ltd	17.85	17.48	0.37	0.09%	<ul style="list-style-type: none"> The Claim rejected pertains to: The interest charged @ 13.75% p.a. from July 21 2022 to December 2023 for INR 34.27 lacs, as per the Code, the amount post ICD which can not be admitted. The excess penal interest of 13.75% p.a. that to be charged @ 3% p.a. from April 2022 to July 20, 2022 for INR 2.82 lacs.
34	National Bank of Oman	6.06	6.06	-	0.03%	
35	Yes Bank Ltd	13.67	5.30	8.37	0.03%	<ul style="list-style-type: none"> The claim not admitted portion consists of certain BGs that have been invoked and subsequently paid by TNSI and some other BGs that have expired because of which earlier entire claimed amount was admitted which was subsequently revised downwards.
36	Punjab & Sindh Bank	5.08	5.08	-	0.03%	

Summary of Financial Creditors as on October 20, 2023

Amount in INR Crores

Sr No	Name of Financial Creditors	Total claimed amount	Total amount verified	Amount Not Admitted	% voting share	Remarks
37	CSB Bank Limited	3.55	3.55	-	0.02%	
38	Bank of Maharashtra	2.41	2.41	-	0.01%	
TOTAL		21,842.80	19,773.03	2,069.78	100%	

Notes:

1. Principal amount has been verified basis bank statements, backed by certificate under The Banker's Book Evidence Act, 1891 (as applicable), consortium documents and Corporate Debtor's books of accounts (as available) and other supporting documents as per requirements of the CIRP Regulations and the Code.
2. The abovementioned voting share has been computed on the basis of amounts verified as on date.
3. Claims of the financial creditors have been verified (to the extent possible) and admitted basis documents shared by claimants. Due to non-availability of information, supporting documents and personnel from the corporate debtor, and in order to solicit cooperation and assistance from the relevant stakeholders, the resolution professional has filed application under Section-19 of the Insolvency and Bankruptcy Code, 2016. The resolution professional shall revise the amounts of claims admitted, when he comes across additional information warranting such revision in accordance with Regulation 14 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.
4. It is noted that certain claimants have not submitted complete set of documents or information to enable the RP to verify the claim. The claims have not been admitted to such extent.

Summary of Financial Creditors as on October 20, 2023

Particulars	Amount in INR crores
Total Claims received from Financial Creditors	21,842.80
Total claims verified	19,773.03
Claim amount Not Admitted	2,069.78

Financial Creditor Claims from Bond / Note / Debenture Holders of the Total claims	Amount in INR crores
Total claims received	6,122.37
Total claims verified	5,561.82
Claims under verification	-
Claim amount rejected	560.56
Total voting share of Note / Debenture holders	28.13%

Claims received from	Voting %
Bank of New York Mellon	20.78%
Vistra ITCL (India) Limited	1.40%
Centbank Financial Services Ltd – Canara Bank	3.30%
Centbank Financial Services Ltd – Punjab National Bank	1.52%
Centbank Financial Services Ltd – Union Bank of India	1.13%
Total voting share of Note / Debenture holders	28.13%

Agenda 4: To provide an update on CIRP process viz. sale of inventory, valuation of assets at the Future Supply Chain Solutions Limited warehouses, etc.

Update on CIRP process

Sr No	Particulars	Update
1	Update on the Resolution Process	<ul style="list-style-type: none"> The RP via mail dated 1 October 2023, has updated the CoC members of the conclusion of voting on the agenda wherein the plan put forward by Space Mantra Private Limited was put up for vote. RP on 4 October 2023 received a mail from Axis Bank regarding completion of valuation at premises that had become accessible and therefore potential revisit to the plan value, further views of other CoC members were requested on the same. RP on 12 October 2023 received a letter from BFAM Asian Opportunities Master Fund, LP (member of the bond holder) The letter predominantly brings out the views on rejection of resolution plan, completion of the valuation process at additional premises and a request to be made to Resolution Applicant to modify the resolution plan or a revision in liquidation value. The letter requests the members to reconsider their decision on way forward and further highlights on costs and potential delays involved in liquidation process which would bring a suboptimal outcome. Lastly, the letter requests the RP to organize another discussion amongst the CoC members on potential options available on the way forward, so that the lenders can deliberate and form an informed decision, which might result in better realization. RP had issued the CoC notice on 16 October 2023 for scheduling the CoC meeting on 19 October 2023. Thereafter due to reason mentioned in the mail dated 18 October, the CoC was rescheduled to 26 October 2023 RP on 19 October 2023 has received a mail from Space Mantra Private Limited ("Space Mantra") regarding the additional warehouse which have been made accessible to the RP, further they have indicated their intention to engage with creditors and enhance the resolution plan value basis information of additional assets if made available. The RP has informed Space Mantra that their plan has been rejected and that RP is not in position to consider the request and that the commercial wisdom resides with CoC. The correspondence was shared with CoC on 20 October 2023 RP and the advisors of the CoC – A&M team have received emails on 02 October 2023 and 20 October 2023 from Palguntech LLC to inter alia reconsider their offer i.e. <i>"to accept Mr. Biyani's (Kishore Biyani) resignation and announce me (Dheeraj Reddy Jinna) publicly as Mr. Biyani's replacement."</i>, since the resolution plan submitted by Space Mantra has been rejected. This is for information of CoC.
2	Sale of Inventory	<ul style="list-style-type: none"> Further to the discussion held in 24th CoC meeting on 30 September 2023, and pursuant to rejection of resolution plan of Space Mantra by CoC, the RP had published advertisement inviting interest from potential buyers for purchase of inventory lying at certain accessible stores and warehouses (from vacated stores) to reduce accruing cost and generate cash to support the CIRP process. The public announcement for sale of inventory of the Company was published on October 17, 2023 and the same has subsequently been withdrawn basis requests received from certain members of the CoC.

Update on CIRP process

Sr No	Particulars	Update
3	Physical verification and valuation of Assets of FRL at Future Supply and Solution Limited warehouses	<ul style="list-style-type: none"> The RP had requested the registered valuers (appointed during the CoC of the Corporate Debtor) during August 2023 to visit the said warehouses and complete the physical verification and valuation exercise. Further, the RP has also responded to queries raised by the valuers regarding the provisions of the Code, payment of their pending fees and availability of information regarding the assets at FSC warehouses. The two valuers have shown concern on seeking additional services post-issuance of the final valuation report and there being no visibility on how long they are expected to continue incurring costs on visiting premises across the country as and when the Corporate Debtor's assets become accessible. The RP has received quotes from both valuers for additional fee for the completion of said exercise at the FSC warehouses; Details are as below: Further, basis discussions with Bank of India on Wednesday, October 18, 2023, the valuers were informed of the criticality of the situation. Further, as per discussion, preliminary discussions have been undertaken with other valuers as well: <p><u>GAA Advisory:</u> Fees per warehouse of upto 50,000 sq ft (dedicated to FRL inventory) INR 2,50,000/- Fees per additional warehouse space dedicated to FRL inventory of 10,000 sq ft INR 50,000/- (Inclusive of GST and OPE); A timeline of 8-9 weeks from the date of confirmation has been provided by GAA</p> <p><u>Adroit Appraisers & Research Pvt. Ltd.:</u> INR 1.50 lakhs (plus GST) per warehouse for the physical verification and valuation of inventory at Future Supply Chain warehouses. A timeline of 10-12 weeks has been provided by Adroit</p> <p>Quotes were also verbally requested from other Registered Valuers/ CA firms to undertake the physical verification and valuation exercise for FSC warehouses; quotes received are:</p> <p><u>Remap Consultancy Services LLP:</u> Scope: Conduct physical verification, prepare a list of inventory and provide FV LV as per the IBC Quote: INR 30,00,000/- (excluding GST). Timeline: 2-3 weeks time</p> <p><u>Sehgal & Associates</u> Scope: Conduct physical verification, prepare a list of inventory Quote: INR 1,25,000/- per warehouse (excluding GST). Timeline: 3-4 weeks time</p>

Update on CIRP process

Sr No	Particulars	Update
4	Update on filing of Liquidation Application	<ul style="list-style-type: none">RP has drafted an application for liquidation of the Corporate Debtor and has shared it with the CoC counsel on 19 October 2023 for their input.

Agenda 5: To consider and discuss way forward on insolvency resolution / liquidation of the Corporate Debtor

To be discussed in CoC meeting

Agenda 6: To deliberate, discuss and make a best estimate of the

- (a) Amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and**
- (b) Value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations).**

To consider and discuss a plan providing for contribution for meeting the difference between the two values (arrived under Regulation 39B of the CIRP Regulations) in the event the estimated value of the liquid assets under Regulation 39B(2) of the CIRP Regulations is less than the estimated liquidation costs under Regulation 39B(1)

Regulation 39B Meeting liquidation cost

Background

Regulation 39B of the IBBI (Insolvency Resolution Process for Corporate Persons) (Amendment) Regulations, 2020 - Meeting liquidation cost:

- 1) While approving a resolution plan u/s 30 (4) or deciding to liquidate the corporate debtor u/s 33 (2) the committee may make a best estimate of the amount required to meet liquidation costs in consultation with the resolution professional, in the event an order for liquidation is passed u/s 33
- 2) The committee shall make the best estimate of the value of the liquid assets available to meet the liquidation costs, as estimated in sub-regulation (1)
- 3) Where the estimated value of the liquid assets under sub-regulation (2) is less than the estimated liquidation costs under sub-regulation 1 the committee shall approve a plan providing for contribution for meeting the difference between the two.
- 4) The resolution professional shall submit the plan approved under sub-regulation (3) to the Adjudicating Authority while filing the approval or decision of the committee u/s 30 or 33, as the case may be.

Explanation: For the purposes of this regulation, “liquidation costs” shall have the same meaning as assigned to it in clause (ea) of sub-regulation (1) of the regulation (2) of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

Estimated Liquidation Cost (Business + Process) vs Liquid Assets

Scenario I- Considering Sale of Corporate Debtor as a going concern

Amount in INR Crore			
Sr. No.	Particulars	Amount	
1	Estimated Process Cost (incl. valuation and legal advisory)	(A)	17.45
2	Liquidator fees & IPE support fees	(B)	[]
3	Estimated Business Cost [incl. rent (including for related party premises), personnel, & other fixed costs)	(C)	61.37
4	Total Cost	(D)=(A+B+C)	78.82
	Add: Contingencies @10% of D	(E)	7.88
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	86.70 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(24.19)

Scenario II- Considering Sale of Assets of Corporate Debtor on piecemeal basis

Amount in INR Crore			
Sr. No.	Particulars	Amount	
1	Estimated Process Cost (incl. valuation and legal advisory)	(A)	16.76
2	Liquidator fees & IPE support fees	(B)	[]
3	Estimated Business Cost [incl. rent (including for related party premises), personnel, & other fixed costs)	(C)	54.69
4	Total Cost	(D)=(A+B+C)	71.45
	Add: Contingencies @10% of D	(E)	7.14
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	78.59 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(32.30)

Estimated Liquidation Cost (Business + Process) vs Liquid Assets

Notes:

1. *This is excluding the fee payable to Liquidator and support fee to be paid to IPE supporting the Liquidator
2. It is possible that during liquidation when benefit of moratorium is not available and rent/ dues are not being paid regularly to landlords of accessible stores, some landlords may stop supporting and access to FRL assets may become difficult and value of liquid assets as estimated may reduce
3. Business cost includes estimated cost towards Rent, CAM, electricity, etc. of accessible premises leased out from retaining related party premises as well
4. The cost estimate has been prepared assuming that a) high lease cost premises will be monetized / vacated first; b) asset liquidation and store/ warehouse vacation will require about 18 months
5. Liquid assets include cash balances and value of inventory verified at accessible stores and Reliance warehouses (where store inventory was moved by Reliance)
6. The outstanding CIRP cost as on October 31, 2023 is INR 117.81 Crs which is not included in the liquidation cost estimated above
7. The cost towards inaccessible stores is INR 7 Crs per month which is not considered in the above cost estimates
8. The cost of INR 4.41 Crs per month towards employees who were not required to work during CIRP have not been considered in the above cost estimates

Estimated Liquidation Cost (Business + Process) vs Liquid Assets

Scenario I - Considering Sale of Corporate Debtor as a going concern

Estimated Liquidation Cost (Business + Process)

Amount in INR Crore

Sr. No.	Particulars	Cost Estimates	Cost for months 1 – 3	Cost for months 4-6	Cost for months 7 -9	Cost for months 10 -12	Cost for months 13 -21	Total
			Going concern	Commencement of Liquidation of assets	Liquidation of assets	Liquidation of assets	Liquidation of assets	(F) = (A)+(B)+(C)+(D)+(E)
			(A)	(B)	(C)	(D)	(E)	
1	Process Cost (Details provided in subsequent slides)							
	- One time cost	2.85	2.85	-	-	-	-	2.85
	- Monthly recurring cost	0.70 + []	2.09 + []	2.09 + []	2.09 + []	2.09 + []	6.26 + []	14.60 + []
2	Business Cost (Details provided in subsequent slides) ^[3]							
A	Determinable Business Cost (recurring monthly cost)	6.67	20.01	18.72	10.20	7.07	5.37	61.37
	Total Estimated Liquidation Cost (excluding realization and distribution fee)		24.95	20.80	12.29	9.16	11.62	78.82

Notes:

1. The monthly recurring cost would include the fee payable to the liquidator and the support fee to be paid to the IPE supporting the liquidator, to be determined by the CoC
2. The costs have been bifurcated into one time cost and monthly recurring cost.
3. The one-time cost comprises of the Valuer fee and charges for e-auction notices.
4. The monthly business cost comprises of Rent + CAM + Electricity charges for all accessible stores which are not vacated, accessible premises leased out from retaining related party premises and warehousing cost of assets removed from the stores vacated during CIRP.
5. The cost accrual for months 1 - 3 of going concern is based on the cost being accrued in CIRP as on September 2023
6. The cost accrual for months 4 - 21 of liquidation is based on the assumption that the assets at accessible premises will be liquidated. The premises will be selected based on descending order of lease rentals (i.e. assets of store with higher lease rentals will be vacated first).

Estimated Liquidation Cost (Business + Process) vs Liquid Assets

Scenario II- Considering Sale of Assets of Corporate Debtor on piecemeal basis

Estimated Liquidation Cost (Business + Process)

Amount in INR Crore

Sr. No.	Particulars	Cost Estimates	Cost for months 1 – 2	Cost for months 3 – 5	Cost for months 6 - 8	Cost for months 9 - 11	Cost for months 12 - 20	Total
			Valuation of assets	Commencement of Liquidation of assets	Liquidation of assets	Liquidation of assets	Liquidation of assets	(F) = (A)+(B)+(C)+(D)+(E)
			(A)	(B)	(C)	(D)	(E)	
1	Process Cost (Details provided in subsequent slides)							
	- One time cost	2.85	2.85	-	-	-	-	2.85
	- Monthly recurring cost	0.70 + []	1.39 + []	2.09 + []	2.09 + []	2.09 + []	6.26 + []	13.91 + []
2	Business Cost (Details provided in subsequent slides) ^[3]							
A	Determinable Business Cost (recurring monthly cost)	6.67	13.33	18.72	10.20	7.07	5.37	54.69
	Total Estimated Liquidation Cost (excluding realization and distribution fee)		17.57	20.80	12.29	9.16	11.62	71.45

Notes:

- The monthly recurring cost would include the fee payable to the liquidator and the support fee to be paid to the IPE supporting the liquidator, to be determined by the CoC
- The costs have been bifurcated into one time cost and monthly recurring cost.
- The one-time cost comprises of the Valuer fee and charges for e-auction notices.
- The monthly business cost comprises of Rent + CAM + Electricity charges for all accessible stores which are not vacated, accessible premises leased out from retaining related party premises and warehousing cost of assets removed from the stores vacated during CIRP.
- The cost accrual for months 3 - 20 of liquidation is based on the assumption that the assets at accessible premises will be liquidated. The premises will be selected based on descending order of lease rentals (i.e. assets of store with higher lease rentals will be vacated first).

Estimated Liquidation Cost (Business + Process) vs Liquid Assets

Liquid Assets Position (Provisional and Unaudited)

Amount in INR Crore

Sr. No.	Particulars	As on October 31, 2023
1	Cash and Bank Balance	1.83
2	Inventories	109.06
	Total liquid assets	110.89

Notes:

- As on October 2023, cash balance of 0.48 crores is not considered as it pertains to non operational stores of which:
 - INR 0.30 crores pertains to Big Bazaar Patia, Bhubaneshwar which is pending to be collected due to legal dispute with the landlord
 - INR 0.18 crores pertains to stores where there are challenges in cash collection due to issues such as stores being in locked condition, landlords refusing to give access, incorrect number of the respective store managers, etc.
- Liquidation value of Inventory as on May 2023 has been considered.
- The total balance of INR 110.89 crore does not include the FD of INR 1.20 crore that pertains to EMD given by two Resolution Applicants.

Total Estimated Process Cost

Scenario I - Considering Sale of Corporate Debtor as a going concern

Estimated Process Cost

Amount in INR Crore

Sr. No.	Particulars	One time cost	Monthly Recurring cost
1	Liquidator Fee ^[1]		[]
2	IPE support Fee excluding realisation and distribution fee mentioned in slide []	-	[]
2	Legal Counsel Fees – SAM ^[2]	-	0.59
3	Valuer Fees ^[3]	2.41	-
4	Advertisement for e-auction	0.01	-
5	VDR Cost	-	0.00
	Total Estimated Process Cost	2.42	0.59
	Add: GST @18%	0.43	0.11
	Total Estimated Process Cost (including GST)	2.85	0.70

Notes:

1. Liquidator Fee and fee of IPE supporting liquidator to be decided by the COC as per Regulation 39D of CIRP Regulation along with Regulation 4 of Liquidation Process Regulation in subsequent slides
2. Legal Cost payable to legal advisors shall continue to be charged on the same basis as approved during CIRP. The amount that is shown above is based on average of fee charged by legal advisor during CIRP. The fee charged by the counsel for litigations relating to business operations of CD is covered here.
3. Valuer fees includes fee of two valuers accrued during CIRP. We will accrue the entire fees in the first month.

Total Estimated Process Cost

Scenario II - Considering Sale of Assets of Corporate Debtor on piecemeal basis

Estimated Process Cost

Amount in INR Crore

Sr. No.	Particulars	One time cost	Monthly Recurring cost
1	Liquidator Fee ^[1]		[]
2	IPE support Fee excluding realisation and distribution fee mentioned in slide []	-	[]
2	Legal Counsel Fees – SAM ^[2]	-	0.59
3	Valuer Fees ^[3]	2.41	-
4	Advertisement for e-auction	0.01	-
5	VDR Cost	-	0.00
	Total Estimated Process Cost	2.42	0.59
	Add: GST @18%	0.43	0.11
	Total Estimated Process Cost (including GST)	2.85	0.70

Notes:

1. Liquidator Fee and fee of IPE supporting liquidator to be decided by the COC as per Regulation 39D of CIRP Regulation along with Regulation 4 of Liquidation Process Regulation in subsequent slides
2. Legal Cost payable to legal advisors shall continue to be charged on the same basis as approved during CIRP. The amount that is shown above is based on average of fee charged by legal advisor during CIRP. The fee charged by the counsel for litigations relating to business operations of CD is covered here.
3. Valuer fees includes fee of two valuers accrued during CIRP. We will accrue the entire fees in the first month.

Total Estimated Business Cost

Scenario I - Liquidator considers Sale of Corporate Debtor as a going concern

Estimated Business Cost

Amount in INR Crore

Sr. No.	Particulars	Cost for months 1-3 Going concern	Cost for months 4-6 Commencement of liquidation of assets	Cost for months 7-9 Liquidation of assets	Cost for months 10-12 Liquidation of assets	Cost for months 13-21 Liquidation of assets
	Business costs					
A)	Business related costs					
1	Expenses for personnel/ consultants - Head Office	0.13	0.13	0.13	0.13	0.40
2	<u>Fixed cost accruing at Non- Operational stores where the stores are accessible (Rent + CAM + Electricity + Security charges) (Refer Annexure 5)</u>	7.79	6.00	1.51	0.91	0.63
3	Cost accruing at FSC warehouses (Rentals)	7.10	7.10	6.63	5.72	3.40
4	Cost accruing for warehousing the inventory and Fixed Assets vacated from stores	1.44	1.44	0.48	-	-
5	Cost for vacation + Mis. Expenses	-	0.50	0.26	0.30	0.93
	Total (A)	16.46	15.18	9.02	7.07	5.37
B)	Store Operations Cost – Rebooted Stores					
	<u>Fixed cost accruing at Rebooted stores (Rent + Electricity + Salary + Security + Housekeeping charges + IT + Misc. charges)</u>	3.54	3.54	1.18	-	-
	Total (B)	3.54	3.54	1.18	-	-
C)	Statutory Dues-GST (Output Tax Liability) (C)	0.02	-	-	-	-
	Total Business cost (A+B+C)	20.01	18.72	10.20	7.07	5.37

Total Estimated Business Cost

Scenario II- Considering Sale of Assets of Corporate Debtor on piecemeal basis

Estimated Business Cost

Amount in INR Crore

Sr. No.	Particulars	Cost for months 1-2	Cost for months 3-5	Cost for months 6-8	Cost for months 9-11	Cost for months 12-20
		Valuation of Assets	Commencement of liquidation of assets	Liquidation of assets	Liquidation of assets	Liquidation of assets
	Business costs					
A)	Business related costs					
1	Expenses for personnel/ consultants - Head Office	0.09	0.13	0.13	0.13	0.40
2	<u>Fixed cost accruing at Non- Operational stores where the stores are accessible (Rent + CAM + Electricity + Security charges) (Refer Annexure 5)</u>	5.19	6.00	1.51	0.91	0.63
3	Cost accruing at FSC warehouses (Rentals)	4.73	7.10	6.63	5.72	3.40
4	Cost accruing for warehousing the inventory and Fixed Assets vacated from stores	0.96	1.44	0.48	-	-
5	Cost for vacation + Mis. Expenses	-	0.50	0.26	0.30	0.93
	Total (A)	10.97	15.18	9.02	7.07	5.37
B)	Store Operations Cost – Rebooted Stores					
	<u>Fixed cost accruing at Rebooted stores (Rent + Electricity + Salary + Security + Housekeeping charges + IT + Misc. charges)</u>	2.36	3.54	1.18	-	-
	Total (B)	2.36	3.54	1.18	-	-
C)	Statutory Dues-GST (Output Tax Liability) (C)	-	-	-	-	-
	Total Business cost (A+B+C)	13.33	18.72	10.20	7.07	5.37

Total Estimated Business Cost

Notes:

1. The lease rental for the stores has been calculated basis the lease agreements provided to us by the corporate debtor. For stores where no rental amount was identified due to non availability of lease agreement and where lease has expired pre ICD and no renewal addendum available, the rental amount as per the Lease MIS tracker provided by corporate debtor has been considered. Further, in cases where the store leases have expired during the CIRP period or escalation clauses are applicable during the CIRP period, the monthly lease rental pre ICD are considered. Furthermore, interest accrual or any other penalty (if at all applicable) due to non payment of rentals have not been considered for the said calculations. Also no adjustments have been made for stores that may have been vacated during the CIRP till date.
2. The cost provided is based on the assumption that the assets at accessible stores will be liquidated over the period of time. The stores will be selected based on descending order of lease rentals (i.e. assets of store with higher lease rentals will be vacated first)
3. The Cost includes expenses toward advertisements, E-auctions and payouts (including OPE) to employees supporting during the process.
4. The accrual and payment amounts are inclusive of taxes.

Agenda 7: To examine whether to explore compromise or arrangement as referred to under sub - regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 (as per Regulation 39BA(1) and 39BA(2) of the CIRP Regulations)

Agenda 8: To consider, discuss and recommend whether the liquidator may first explore the sale of the Corporate Debtor as a going concern under clause (e) of Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33 of the Code, and, to identify and group the assets and liabilities, which according to the CoC's commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 (in case a recommendation is made by the CoC for sale as going concern)(as per Regulation 39C of the CIRP Regulations)

Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016

Background

- 1) The liquidator may sell-
 - a) an asset on a standalone basis;
 - b) the assets in a slump sale;
 - c) a set of assets collectively;
 - d) the assets in parcels;
 - e) the corporate debtor as a going concern; or**
 - f) the business(s) of the corporate debtor as a going concern:**

Provided that where an asset is subject to security interest, it shall not be sold under any of the clauses (a) to (f) unless the security interest therein has been relinquished to the liquidation estate.

Regulation 39C: Assessment of sale as a going concern

Background

(1) While approving a resolution plan under section 30 or deciding to liquidate the corporate debtor under section 33, the committee may recommend that the liquidator may first explore sale of the corporate debtor as a going concern under clause (e) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the corporate debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under section 33.

(2) Where the committee recommends sale as a going concern, it shall identify and group the assets and liabilities, which according to its commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016.

(3) The resolution professional shall submit the recommendation of the committee under sub-regulations (1) and (2) to the Adjudicating Authority while filing the approval or decision of the committee under section 30 or 33, as the case may be.

Regulation 39BA: Assessment of Compromise or Arrangement

Background

- 1) While deciding to liquidate the corporate debtor under section 33, the committee shall examine whether to explore compromise or arrangement as referred to under sub-regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 and the resolution professional shall submit the committee's recommendation to the Adjudicating Authority while filing an application under section 33.
- 2) Where a recommendation has been made under sub-regulation (1), the resolution professional and the committee shall keep exploring the possibility of compromise or arrangement during the period the application to liquidate the corporate debtor is pending before the Adjudicating Authority

Agenda 9: To consider and fix the fee payable to the liquidator, as per Regulation 39D of the CIRP Regulations, if an order for liquidation is passed under Section 33 of the Code, for

(a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013

(b) the period, if any, used for sale under clauses (e) and (f) of Regulation 32 Liquidation Regulations and

(c) the balance period of liquidation.

Fee of the liquidator

Background

In terms of Regulation 39D of the CIRP Regulations,

“While approving a resolution plan under section 30 or deciding to liquidate the corporate debtor under section 33, the committee may, in consultation with the resolution professional, fix the fee payable to the liquidator, if an order for liquidation is passed under section 33, for –

- (a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013;
- (b) the period, if any, used for sale under clauses (e) and (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016; and
- (c) the balance period of liquidation.”

Further, in terms of Regulation 4 of the Liquidation Process Regulations,

(1) The fee payable to the liquidator shall be in accordance with the decision taken by the committee of creditors under regulation 39D of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;

(2) In cases other than those covered under sub-regulation (1), the liquidator shall be entitled to a fee-

- (a) at the same rate as the resolution professional was entitled to during the corporate insolvency resolution process, for the period of compromise or arrangement under section 230 of the Companies Act, 2013 (18 of 2013); and
- (b) as a percentage of the amount realized net of other liquidation costs, and of the amount distributed, for the balance period of liquidation, as presented in the next slide.

(3) Where the fee is payable under clause (b) of sub-regulation (2), the liquidator shall be entitled to receive half of the fee payable on realization only after such realized amount is distributed.

Regulation 4 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016

Extract of Reg. 4 (2b)

Amount of Realization / Distribution (In rupees)	Percentage of fee on the amount realized / distributed		
	In the first six months	In the next six months	Thereafter
Amount of Realisation (exclusive of liquidation costs)			
On the first 1 crore	5.00%	3.75%	1.88%
On the next 9 crore	3.75%	2.80%	1.41%
On the next 40 crore	2.50%	1.88%	0.94%
On the next 50 crore	1.25%	0.94%	0.51%
On further sums realized	0.25%	0.19%	0.10%
Amount Distributed to Stakeholders			
On the first 1 crore	2.50%	1.88%	0.94%
On the next 9 crore	1.88%	1.40%	0.71%
On the next 40 crore	1.25%	0.94%	0.47%
On the next 50 crore	0.63%	0.48%	0.25%
On further sums realized	0.13%	0.10%	0.05%

Agenda 10: To consider and discuss the return of the Earnest Money Deposit submitted by resolution applicants at the time of submission of their resolution bids/resolution plans.

Return of the EMD submitted by the Resolution Applicants

Background

- According to clause 15.5 of the RFRP dated 14 April 2023 –
“...the Earnest Money of the Applicants (other than the Successful Applicant), shall be returned (without interest) within 7 (seven) days after the provision of Financial Guarantee by Successful Resolution Applicant. The Earnest Money of the Successful Applicant shall be returned within 7 (seven) days to the Successful Applicant, upon submission of the Financial Guarantee by the Successful Applicant in the manner specified in Clause 16.10(a) of this RFRP...”
- The resolution plan submitted by Space Mantra Private Limited (“Space Mantra”) was not approved by the CoC, as communicated to the members of the CoC members vide email dated 1st October 2023.
- Since a Successful Resolution Applicant has not been declared in terms of the RFRP, the RP is obligated to return the Earnest Money Deposit (“EMD”) amount that was submitted by these RAs at the time of submitting their Resolution Plans / Bids in May 2023. Further, requests have been received from certain RAs for refund of their EMD, which were also placed before CoC in the previous Coc meeting.
- Please find below the details of the EMD amount received from the RAs –

Sr. No	Resolution Applicant / Bidder	EMD Amount	Mode of Payment	EMD received on
1	Space Mantra Private Limited	5 crores	Via Bank Guarantee	15 May 2023
2	Pinnacle Air Private Limited	0.2 crores	Via NEFT	15 May 2023
3	Lehar Solutions	1.0 crores	Via RTGS	15 May 2023
TOTAL		6.2 crores		

- Accordingly, the EMD submitted by these RAs shall be refunded / released by the RP.

ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR

Agenda 11: To consider, discuss and approve in terms of Section 28 of the Code the payments to related parties of the Corporate Debtor towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code

Premises leased from Related Parties

Background

- As per Section 28(1) of the Code, the Resolution Professional during the course of the CIR process shall not take certain actions without prior approval of the committee of creditors including undertaking any related party transaction.
- There are certain premises (as tabled below) which had been leased by the Corporate Debtor from its related parties since prior to the insolvency commencement date which have been accessible during the CIRP:

Sr No	Store Name	Format	Area (in sq. ft.)	Name of the related party/Landlord	Rental & CAM charges (till Oct'23) (in Crores)	Remarks
1	BB-AHMEDABAD-KANKARIA	Big Format	52,125	Future Market Networks Ltd.	3.60	
2	FBB-INDORE-ARPT SPUNK DSHA FF	Big Format	334	Travel News Services India Pvt Ltd	0.95	
3	BB-AHMEDABAD-ACROPOLIC MALL	Big Format	42,272	Ojas Mall Management Pvt. Ltd.	-	It is a retail operating agreement wherein FRL had to pay 3.5% of Monthly Net Sales to the landlord

- Given that these stores have been leased from related parties of the Corporate Debtor, the costs towards these stores including rentals, CAM, electricity and any other costs forming part of the lease agreements are being put for consideration and approval by the CoC.

Premises leased from Related Parties

Background

- Future Retail Limited (“FRL”) and Future Supply Chain Solutions Limited (“FSC”) had entered into agreement wherein FSC was to provide warehousing services to FRL
- While FSC is currently into CIRP, the RP of FSC has provided details of certain warehouses (as below) which are now accessible wherein assets of FRL are lying. Given that these warehouses have been leased from related parties of the Corporate Debtor, the costs towards warehousing and any other costs forming part of the agreement are being put for consideration and approval by the CoC.

Sr No	Name	City	Status (FSC/Reliance)	FRL Area (in sq. ft.)	Avg Billing (per month)
1	FSCS-CDC-NAGPUR-OCLP UNIT III	Nagpur	FSC	156,163	7,183,498
2	FSCS CDC-NAGPUR-OCLP-GUMGAON	Nagpur	FSC	8,814	440,700
3	FSCS-CDC-AHMEDABAD-CHANGODAR	Ahmedabad	FSC	9,223	383,105
4	FSCS-CDC-NAGPUR-NIMJI	Nagpur	FSC	50,230	2,059,430
5	FSCS-CDC-CUTTACK-TANGI	Cuttack	FSC	5,300	212,300
6	FSCS-CDC-JAIPUR-DTA PHASE II	Jaipur	FSC	2,200	99,000
7	FSCS-CDC-NAGPUR-MIHAN SEZ-VARDHA ROAD	Nagpur	FSC	26,000	1,430,000
8	FSCS-CDC-BENGALURU-DASANPURA	BENGALURU	Reliance	33,675	1,439,375
9	FSCS-CHENNAI-VILLAGE AYILCHERRY-IFDC	CHENNAI	Reliance	18,345	811,113
10	FSCS-CDC-ERNAKULAM-ALUVA	ERNAKULAM	Reliance	3,750	161,250
11	FSCS-CDC-GHAZIABAD-HAPUR-JINDAL NAGAR	GHAZIABAD	Reliance	7,000	351,000
12	FSCS-CDC-GUWAHATI-BONGRA	GUWAHATI	Reliance	9,290	400,250
13	FSCS-CDC-HAPUR-DHAULANA	HAPUR	Reliance	15,254	610,160
14	FSCS-CDC-HYDERABAD-MEDCHAL MANDAL	HYDERABAD	Reliance	38,351	1,559,877
15	FSCS-CDC-KOLKATA-DHULAGORI-SANKRAIL	KOLKATA	Reliance	6,223	248,920
16	FSCS-CDC-LUCKNOW	LUCKNOW	Reliance	18,490	762,034
17	FSCS-CDC-NAGPUR-WADGAON HINGNA	NAGPUR	Reliance	60,000	2,340,000
18	FSCS-CDC-NAGPUR-WADGAON 2-HINGNA	NAGPUR	Reliance	20,000	800,000
19	FSCS-CDC-NAGPUR-CHINCHBHAWAN	NAGPUR	Reliance	46,007	1,426,217
20	FSCS-CDC-PATNA-DEEDARGANJ-GAURICHAK ROD	PATNA	Reliance	9,809	429,560
21	FSCDC-RANCHI-VILLAGE TETRI	RANCHI	Reliance	9,300	388,500
22	FSCS-CDC-VIJAYAWADA-ENIKEPADU VILLAGE	VIJAYAWADA	Reliance	2,500	127,500

Premises leased from Related Parties

Voting Agenda

To consider, discuss and approve in terms of Section 28 of the Code the payments to related parties of the Corporate Debtor (as given above) towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code

Fund position of TNSI and support requested by TNSI

S. No.	Particulars	Description
1	Cash flow updates from TNSI	<ul style="list-style-type: none">TNSI has informed on 22 October 2023 that they are facing critical cash flow issues on account of huge losses incurred in Foodhall business as well as requirements of renewals of licenses of TNSI storesThere is a shortfall of cash amounting to INR 20.8 Crores on account of outstanding payments towards Franchisee Fees to WHSmith UK, Securities deposit against expiring bank guarantee for DIAL and DMRC, security and capex for Goa airport store, employee full and final settlement, and vendors payments. <p>RP intends to revert in line with previous communication sent to TNSI informing them of dismal fiscal situation of FRL on account of CIRP and lack of cash flows from operations</p>

Update on Legal Matters

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Supreme Court

<p>Amazon.com NV Investment Holdings LLC (Amazon) v. CCI & Ors. [C.A. No. 004974 of 2022]</p>	<ul style="list-style-type: none"> Based on the updates received from the counsel on record Naik & Naik :- Under the Future Coupons Pvt. Ltd. (“FCPL”) Share Subscription Agreement (“SSA”), it was the obligation of Amazon to procure the approval from Competition Commission of India (“CCI”) for its investment in FCPL. In this regard, a notice was filed by Amazon before CCI on 23rd September 2019. We understand that CCI passed an order holding that Amazon had misled the trust regulator on its 2019 deal with the Future Group. Accordingly, Amazon filed an appeal before the National Company Law Appellate Tribunal (“NCLAT”). The NCLAT dismissed Amazon’s Appeal. Amazon has filed an appeal before the Supreme Court of India challenging NCLAT’s order dated 13th June 2022. The matter was listed on 5th September 2022, wherein the counsel for CCI sought an adjournment on the grounds of unavailability of the arguing counsel. The SC directed all parties to file brief written submissions and listed the matter for further hearing on 19th September 2022. Thereafter matter was adjourned on several dates 19th September 2022, 11th October 2022, 20th October 2022 and 10th January 2023. Based on the hearing on 10th January 2023, it appears that the parties have filed their list of issues and bench has orally directed the parties to discuss the issues with each other and condense the number of issues before the next date of hearing i.e. 16th February 2023. However, the matter did not appear in the cause list of 16th February 2023 and was again adjourned to several dates - 27th February 2023, 21st March 2023, 28th March 2023, 17th July 2023. The matter was last listed on 22nd September 2023, wherein it was adjourned to a non-miscellaneous day in the 1st week of December 2023.
<p>Eden Realty Ventures Pvt. Ltd. vs LIC Of India [SLP C 4304 of 2020]</p>	<p>Based on the details shared by the FRL team read with records of the matter obtained from the court, it is understood as below:</p> <ul style="list-style-type: none"> A lease deed was entered between LIC of India (“LIC”) and Laxmi Realtors (P) Ltd. (now Eden Realty Ventures Pvt. Ltd (“Eden”) which was executed & endorsed on 29th June 2007, for acquiring lease tenancy right over the space measuring 44000 sq.ft. in the Metropolitan Building situate at 7, J.L. Nehru Road, Kolkata -700013 belonging to LIC (“Premises”). On 30th June 2007, Pantaloon Retail (India) Limited entered into an Agency Agreement with Eden for carpet area measuring 36140 sq.ft. in the Premises referred above and remaining space remained with Eden. A dispute arose between LIC and Eden over nonpayment of rent. On 30th June 2009, LIC filed an application before the Estate Officer under the Public Premises Act, praying for eviction of Eden from the said Premises, together with recovery arrears of rent etc. This application was received by the Estate Officer on 25th July 2009 and certain show cause notices were issued to Eden. During the pendency of the said proceeding, LIC approached FRL by a letter dated 17th February 2015 with a request to urge Eden to clear its dues to LIC. Vide the said letter, LIC also indicated to FRL that it may, in future consider dealing directly with LIC in regards the concerned premises instead through an intermediary like Eden. Eden had filed an appeal before Chief Judge, City Civil Court, Calcutta bearing Misc. Appeal No.58 of 2015 against the eviction order dated 30th November 2015 of Estate Officer.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Supreme Court

Eden Realty Ventures Pvt. Ltd. vs LIC Of India

**[SLP C 4304 of 2020]
(Contd.)**

- In the meanwhile, FRL also filed a writ petition, bearing No.678 of 2017, before Calcutta High Court on the ground that FRL was occupying & possessing the suit property and thereby running the Big Bazaar retail outlet with the knowledge of LIC. It was prayed therein that such eviction order of Estate Officer against Eden was not effective upon FRL/Big Bazaar. Both the writ petition by FRL and revisional application by Eden were dismissed by the Calcutta High Court vide order dated 02nd January 2020.
- Thereafter, Eden filed the present Special Leave Petition (“SLP”), i.e. SLP (No.4304/2020), before the Hon’ble Supreme Court against the dismissal order dated 02nd January 2020 of the Calcutta High Court. The SLP remains pending; however, vide order dated 20th February 2020, the Hon’ble Supreme Court granted an ad-interim stay on the dismissal order till the completion of the ongoing arbitration proceedings between the parties.
- FRL filed an intervening application seeking impleadment in the present SLP on 06th June 2020.
- The SLP was thereafter listed on 24th September 2020, 16th October 2020, 19th November 2020 and 3rd February 2021. Vide order dated 3rd February 2021, FRL’s request for impleadment as party-Respondent was granted.
- The SLP was last listed on 22nd November 2022 before Registrar Court No. 2. On 22nd November 2022 the Court was informed of the ongoing CIRP and subsequent imposition of moratorium on FRL. Accordingly, time was sought to file fresh vakalatnama and take instructions in the matter. The Hon’ble Registrar allowed the same and directed the counter affidavit to be filed in 4 weeks, post which the matter shall be processed for listing before the Hon’ble Court. We had requested the counsel for the Petitioner for the SLP which was received after significant period time. A copy of the SLP has been obtained from the registry. Counter Affidavit in the matter is being drafted. Factual clarifications are required in relation to the background facts as from some of the correspondence issued before CIRP, the concerned property seems to have been vacated by FRL before the CIRP. There is however, lack of clarity on whether any material belonging to FRL remained on the site.
- The matter is yet to be listed since the last date of hearing. The tentative date reflected on the Supreme Court website is 28th November 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Delhi High Court

<p>Future Retail Ltd. (“FRL”) v. Amazon & Ors.</p> <p>[CS (Comm) 493 of 2020 & IA 10377 of 2020]</p>	<ul style="list-style-type: none"> • FRL has filed this suit to injunct Amazon from acting in a manner that amounts to tortious interference with its lawful business transactions with the Reliance Group, since Amazon was making representations to CCI and SEBI, contending that the scheme between FRL and Reliance Group was illegal. An initial order in this matter was passed on 21st December 2020 declining grant of interim injunction in terms of the above said prayer in favour of FRL. • On 02nd August 2022 and then on 05th September 2022, the Hon’ble Court was informed that corporate insolvency resolution process has been initiated with respect to FRL. The Court was informed that the RP is in the process of perusing records of FRL. Accordingly, the Hon’ble Court was pleased to adjourn the matters to 01st November 2022. On 01st November 2022 the matter was renotified to 20th December 2022 and thereafter to 27th February 2023, 27th April 2023, 13th July 2023. The matter was last listed on 27th September 2023, wherein an adjournment was sought by the Counsel for Amazon. The matter is next listed on 6th December 2023.
<p>FRL v. Amazon & Ors.</p> <p>[Arb. A (Comm) No. 64 of 2021]</p>	<p>Based on the updates received from the earlier counsel on record Naik & Naik :-</p> <ul style="list-style-type: none"> • This petition has been filed against an order passed by the Arbitral Tribunal under Section 17 of the Arbitration Act. • We understand that two interim applications are pending in the matter, one under Section 16 of the Arbitration Act challenging AT’s jurisdiction over FRL and one under S. 17 to vacate the Emergency Arbitrator’s (“EA”) award under Para 10 Schedule I of Singapore Arbitration Center (“SIAC”) Rules. • On 2nd August 2022 and on 5th September 2022, the Hon’ble Court was informed that corporate insolvency resolution process has been initiated against FRL. Accordingly, the Hon’ble Court was pleased to adjourn the matters on 1st November 2022. On 1st November 2022 the matter had been notified to 20th December 2022 and further to 27th February 2023, 27th April 2023, 13th July 2023. The matter was last listed on 27th September 2023, wherein an adjournment was sought by the Counsel for Amazon. The matter is next listed on 6th December 2023.
<p>Amazon v. FRL & Ors.</p> <p>[FAO (OS) (COMM) 7 of 2021]</p>	<ul style="list-style-type: none"> • This appeal has been filed by Amazon against Delhi High Court order dated 21st December 2020 (“Judgement”), whereby the Delhi High Court held that the suit filed by FRL is maintainable. Amazon inter alia contends that – <ol style="list-style-type: none"> 1. The suit filed by FRL for tortious interference is not maintainable. 2. The observations in the Judgement that the suit is maintainable is contrary to Section 4 and 5 of the Arbitration Act, 1996 (“Act”). 3. The prima facie observations in the Judgment relate to issues adjudicated in the Emergency Arbitrator’s (“EA”) award (“EA Award”). 4. If the FCPL SSA, FCPL’s Shareholder’s Agreement (“SHA”) and FRL SHA are a single transaction, they violate Foreign Exchange Management Act (“FEMA”) regulations.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Delhi High Court

<p>Amazon v. FRL & Ors.</p> <p>[FAO (OS) (COMM) 7 of 2021] – Cont’d</p>	<ul style="list-style-type: none"> • Pertinently, Amazon did not make an application under Section 8 of the Act to refer the parties to arbitration until this appeal was filed. • When the matter was listed on 25th August 2022, the Hon’ble Court was informed about the moratorium and it was requested to stay the proceedings on account of the moratorium, to which the appellant opposed stating that the present appeal lies from the suit filed by FRL and as such, cannot be interpreted as proceedings against FRL and cannot be covered under moratorium. Upon hearing both sides, court directed parties to file short submissions on the issue within two weeks. RP filed the submissions on 16th September 2022. During the hearing on 22nd September 2022, counsel for Amazon, submitted that the present appeal was not hit by the moratorium under Insolvency and Bankruptcy Code, 2016 (“Code”) as the same was an extension of the suit filed by FRL. The Counsel for Amazon handed a comparative chart differentiating the provisions under Companies Act 1913, Companies Act, 1956 and the Code along with case laws to support his submissions. Due to paucity of time, the arguments could not be concluded, and the matter was adjourned to 11th November 2022 for further arguments. On 11th November 2022 the matter on account of paucity of time was adjourned to 25th November 2022. On 25th November 2022 due to the retirement of J. Anu Malhotra of the Hon’ble Delhi High Court the matter could not be taken up in detail and was re-notified 13th January 2023. Since the bench was on leave on 13th January 2023 the matter was adjourned to 3rd February 2023. Due to the bench not assembling, the matter was renotified to 10th March and 17th April 2023. The matter was most recently listed on 12th May 2023 but could not be taken up. The matter is next scheduled to be heard on 26th May 2023. On 26th May 2023 the bench did not assemble and stands renotified to 28th July 2023. On 28th July 2023, the matter was adjourned to 19th September 2023. When the matter was taken up on 19th September 2023, the Hon’ble Court directed that a convenience compilation of all submissions in the matter be filed and the matter has been adjourned to 29th November 2023.
<p>Amazon v. Future Coupons Pvt. Ltd. (FCPL) & Ors.</p> <p>[OMP ENF (Comm) No. 17 of 2021]</p>	<ul style="list-style-type: none"> • Based on the updates received from the earlier counsel on record Naik & Naik :- <ul style="list-style-type: none"> • This is an Enforcement Petition filed by Amazon for enforcement of EA Award. Amazon has contended that FRL, FCPL and Biyani Group have continuously and willfully disobeyed the EA Award. • Single Judge Bench of Delhi High Court upheld the EA Award and directed FRL to recall its applications to various authorities to consummate the scheme. Punitive directions were also passed against the parties. • The said order was assailed by FRL in an appeal before the Division Bench of the Delhi High Court, which set aside the order passed by the Single Judge and remanded the matter back to the Single Judge. • Against this order of the Division Bench, Amazon filed an appeal before the SC. • The SC set aside the above orders, inter alia stating that they violate principles of natural justice. The matter was remanded back to the Ld. Single of the Delhi High Court, to be considered afresh.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Delhi High Court

Amazon v. Future Coupons Pvt. Ltd. (FCPL) & Ors. [OMP ENF (Comm) No. 17 of 2021] – Cont’d	<ul style="list-style-type: none"> In the hearing dated. 5th September 2022, Counsel appearing on behalf of Amazon requested the Hon’ble Court to defer all the connected matters on account of CIRP. The matter was then listed for hearing on 1st November 2022. On 1st November 2022, the matter was renotified to 20th December 2022, and further to 27th February 2023 and 27th April 2023, wherein adjournment was sought by the Amazon’s counsel. <p>The matter was last listed on 27th September 2023, wherein an adjournment was sought by the Counsel for Amazon. The matter is next listed on 6th December 2023.</p>
Amazon v. Future Coupons Pvt. Ltd. (FCPL) & Ors. [OMP ENF (Comm) No. 59 of 2022]	<p>Based on the updates received from the earlier counsel on record Naik & Naik :-</p> <ul style="list-style-type: none"> We understand that the Arbitral Tribunal affirmed the EA Award vide award dated 21st August 2021 (“AT Award”). This petition has been filed by Amazon for enforcement of the said AT award. Amazon has alleged that despite the order, FRL has alienated its assets to Reliance by surrendering lease deeds and that FRL is attempting to frustrate the arbitration proceedings. On 2nd August 2022 and 5th September 2022, the Hon’ble Court has been informed that corporate insolvency resolution process has been initiated with respect to FRL. Accordingly, the Hon’ble Court was pleased to adjourn the matters to 1st November 2022. On 1st November 2022, the matter was renotified to 20th December 2022 and further to 27th February 2023 and 27th April 2023, wherein adjournment was sought by the Amazon’s counsel. This matter is next scheduled to be heard on 13th July 2023. The matter was last listed on 27th September 2023, wherein an adjournment was sought by the Counsel for Amazon. The matter is next listed on 6th December 2023.

Before the Hon’ble High Court of Punjab and Haryana at Chandigarh

FRL through Vijaykumar Iyer vs. Govardhan Gopal Puri [Civil Revision No. 1775 of 2023]	<ul style="list-style-type: none"> A rent petition, bearing RP No. 6 of 2022 under section 20 of the Punjab Rent Act 1995 was filed by one Govardhan Gopal Das before Gurdaspur District Court seeking the eviction of the Corporate Debtor from the commercial building situated at Gurdaspur for the nonpayment of rent that was pending. Despite informing the District Court of the ongoing moratorium imposed on FRL, it continued with the proceedings and framed issues in the matter for arguments by order dated 31st October 2022. The RP challenged this order where the District Court had framed issues before the Punjab and Haryana High Court by way of a civil revision petition on the grounds that it is against Section 14 of the Insolvency and Bankruptcy Code, 2016. On 21st March 2023, Hon’ble High Court has directed notice to be issued to respondents for 11th July 2023. Further, the Hon’ble High Court also stayed the effect and operation of the order dated 31st October 2022 of Gurdaspur District Court till the next date of hearing. The matter has been adjourned on last several dates and was listed on 29th September 2023, where the counsel for Corporate Debtor explained the matter and sought for extension of interim order. Other side was not present. Matter accordingly stands adjourned and the interim order to continue (this is based on oral observations and subject to written order being published on website). Next date in the matter is 5th February 2024.
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Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble Bombay High Court

Principal Commissioner of Income Tax-9 v Bharti Retail Ltd. (Now Future Retail Ltd.) [ITXA No. 769 of 2018]	<ul style="list-style-type: none"> • Appeal filed by Income Tax department under Section 260 of Income Tax Act. • RP has filed the vakalatnama on behalf of FRL and the matter has been adjourned to 11th October 2023. • On 11th October 2023, the bench was appraised of the stage of the CIRP and that the RP is in consultation with the CoC on the next steps in the CIRP and requested the Court to adjourn the Appeal. The bench as accordingly please to adjourn the appeal to 29th November 2023.
Kishore Biyani v Bank of India & Ors. [WP No.(L) No. 25902 of 2023]	<ul style="list-style-type: none"> • Writ Petition has been filed challenging the Forensic Audit Report issued by BDO LLP. • The matter was listed on 25th September 2023, where counsel for BDO made a statement that such a report was only an interim report and not the final report. • The Court was pleased to issue an ad-interim stay and restrained BDO from acting in furtherance of the report. Thereafter, the Petitioners mentioned the matter on 27th September 2023, seeking correction in the order and seeking the relief against Bank of India. The Court has accordingly restrained Bank of India from acting in furtherance of the Forensic Report. • The bench has directed that the Respondent No.1, i.e., Bank of India, should not act upon for 4 weeks, until next date of hearing and matter stood over to 23rd October 2023. • The matter was not listed in the cause list for 23rd October 2023, hence we await further update in this matter. While RP is in process of filing a reply.

Before the Hon’ble High Court of Madras

Future Retail Limited v. Addl. Commissioner and Regional Director Appellate Authority, ESIC and Anr. [WP 160 of 2020]	<ul style="list-style-type: none"> • Writ filed by FRL in 2020 against an order passed by the ESIC Department in an appeal filed by FRL which was disposed of by the appellate authority in respect of the demanded contributions prior to the Scheme of arrangement. • The appearing counsel reached out to the RP on 6th October 2023, wherein the matter was listed before Madras HC, and made aware of this matter. • Counsels for RP are currently reviewing the papers and the next course of action would be taken accordingly. • The Hon’ble Court has adjourned the matter by four weeks to report the status of CIRP of FRL.
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Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLAT

Koinonia Coffee Pvt. Ltd. v. Vijay Kumar V Iyer

[Company Appeal No. 572/2023]

- Appeal by Koinonia Coffee Private Limited (“KC Roasters”) against the order dated 28th April 2023, in IA 3439 of 2022 filed by KC Roasters seeking the following prayers :
 - a) Allow the present Appeal and set aside the Impugned Order dated 28.04.2023 passed by the Ld. Adjudicating Authority, Mumbai in IA No. 3439 of 2022 to the extent of the finding that IA No. 3439 of 2022 is premature;
 - b) Direct the Resolution Professional (Respondent No.1) of the Corporate Debtor to take custody of the entire Foodhall business of the Corporate Debtor and operate the same as a going concern
 - c) Direct the Resolution Professional to pay the Appellant a sum of 1,29,44,682/- being the outstanding amount due and payable to the Appellant as CIRP Costs as on date of the filing of this Appeal along with interest @ 2%
 - d) Direct the Resolution Professional to timely comply with the obligations of the Corporate Debtor under Shop-in-Shop Agreement dated 19 March 2022;
 - e) Direct the Resolution Professional to take steps to restore the status quo ante in respect of the functioning of the 7 Foodhall stores;
 - f) Pending the hearing and disposal of the present Appeal, pass an order directing the Respondents to maintain status quo in respect of continuing the business of Foodhall as a going concern including maintaining the licenses for the premises used for running Foodhall stores;
 - g) Pending the hearing and disposal of the present Appeal, pass an order restraining the Respondent No.2 / TNSI from shutting down any of the 7 Foodhall stores;
 - h) Pending the hearing and final disposal of the present Appeal pass an order directing the Resolution Professional to call upon the transaction auditor to finalise the transaction audit report with respect to the BSA dated 14 April 2022 and Addendum to the BSA dated 28 April 2022 and place the same on record before this Hon’ble Tribunal in such period as this Hon’ble Tribunal deems fit.
 - i) Pending the hearing and final disposal of the present Appeal pass an order directing the Resolution Professional to disclose on oath his opinion of whether the entire scheme of the BSA dated 14 April 2022 read with the Addendum to the BSA dated 28 April 2022 is a preferential, undervalued, or fraudulent transaction, as required under Regulation 35-A of the CIRP Regulations.
 - j) Pending the hearing and final disposal of the present Appeal, pass an order directing the Resolution Professional to disclose on oath whether the management of Respondent No. 2 / TNSI is co-operating with the Resolution Professional, and if not, what steps the Resolution Professional has taken to ensure such co-operation given that Respondent No. 2 / TNSI is a wholly-owned subsidiary of the Corporate Debtor.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLAT

<p>Koinonia Coffee Pvt. Ltd. v. Vijay Kumar V Iyer & Ors. [Company Appeal No. 572/2023] & [IA No. 2284 of 2023]</p>	<ul style="list-style-type: none"> k) Pending the hearing and final disposal of the present Appeal pass an order directing the Resolution Professional to disclose on oath the particulars of the steps taken by him in furtherance of paragraph no. 10 of the Impugned Order to secure the revenue share of the Applicant as directed by the Id. Adjudicating Authority. l) Grant ex parte ad-interim and interim reliefs in terms of Prayer Clauses (b) to (k) hereinabove; and m) Pass such other or further order(s) as this Hon’ble Appellate Tribunal deems fit and proper in the facts and circumstances of the present case and in the interest of justice. <ul style="list-style-type: none"> • The Appeal was listed for hearing on 8 May 2023, wherein SAM appeared for the RP. The NCLAT issued notice and directed the RP to file a status report. The RP filed his reply to the same. This matter was heard by the bench on 22nd, 24th, 29th, 30th and 31st of May 2023. The Bench on 31 May 2023, passed an interim order directing to maintain status quo on operations in respect of the area on which the vendor is in operation at two stores in Delhi, until next date of hearing. • A Contempt Petition bearing Contempt Petition (AT) No. 27 OF 2023 has been filed by KC Roasters primarily alleging that the RP along with the other respondents have acted in collusion with each other and are guilty of deliberately violating and willfully disobeying the letter and spirit of the order dated 31st May 2023 passed by the NCLAT in the captioned appeal. • Riveria commercial Developers Limited (“Riveria”) has also filed an application seeking impleadment in the appeal. On 21st July 2023, Riveria made its submission and Koinonia counsel objected to it. Bench indicated that it did not find merit in objection of KC Roasters counsel and directed it would hear the appeals on merit and posted it to 25th July 2023. On 31st August 2023, NCLAT indicated that it will first hear the appeals and then the contempt application. Thereafter matter was listed on several dates- 22nd and 25th September 2023 and has been adjourned to 12th October 2023. The submissions in these matter are concluded, and the matter is reserved for orders. • Meanwhile TNSI had also filed an appeal before Supreme Court against the order of Hon’ble NCLAT of 31st May 2023, which was heard on 11th August 2023 and dismissed by the Hon’ble Supreme Court as ‘withdrawn’.
<p>Vijay Kumar V Iyer vs Koinonia Coffee Pvt. Ltd & Ors. [Company Appeal . (AT) (Ins) No. 674 of 2023]</p>	<ul style="list-style-type: none"> • The RP has also filed an appeal against the order dated 28th April 2023 seeking the following prayers. • Interim Reliefs: <ul style="list-style-type: none"> a. The Hon’ble Appellate Authority be pleased to stay the operation of the Impugned Order dated 28th April 2023 passed by the Hon’ble National Company Law Tribunal, Mumbai Bench, Court-II in I.A. 3439 of 2022 in C.P (IB) No.527/(MB) 2022 to the extent that it holds that the apprehensions of the Respondent No.1 are legitimate and further directs the Appellant to “take all necessary steps to secure that portion of the revenue generated by the Foodhall business that is owed to the Applicant in a separate escrow account until completion of the Transaction Review Audit and the submission of its final report to the RP”. b. Pass any or such other order as this Hon’ble Tribunal may deem fit and appropriate in the facts and circumstances of the present case.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLAT

<p>Vijay Kumar V Iyer vs Koinonia Coffee Pvt. Ltd & Ors. [Company Appeal . (AT) (Ins) No. 674 of 2023] Contd.</p>	<ul style="list-style-type: none"> Reliefs Sought: <ul style="list-style-type: none"> a) The Hon’ble Appellate Authority be pleased to set aside the Impugned Order dated 28th April 2023 passed by the Hon’ble National Company Law Tribunal, Mumbai Bench, Court-II in I.A. 3439 of 2022 in C.P (IB) No.527/(MB) 2022 to the extent that it holds that the apprehensions of the Respondent No.1 are legitimate and further directs the Appellant to “take all necessary steps to secure that portion of the revenue generated by the Foodhall business that is owed to the Applicant in a separate escrow account until completion of the Transaction Review Audit and the submission of its final report to the RP”. b) Pass any or such other order as this Hon’ble Tribunal may deem fit and appropriate in the facts and circumstances of the present case. This appeal has been tagged with the KC Roasters appeal. The submissions in these matter are concluded, and the matter is reserved for orders.
<p>TNSI Retail Pvt. Ltd. Vs. Koinonia Coffee Pvt. Ltd. [Company Appeal. (AT) (Ins) No. 660 of 2023]</p>	<ul style="list-style-type: none"> TNSI Retail has also filed an appeal against the impugned order dated 28th April 2023 of Hon’ble NCLT, Mumbai. This matter is also being heard with the appeals filed by KC Roasters. The matter was heard by the bench on 24th, 29th, 30th and 31st of May 2023 and next listed for 13th July 2023. During last date of hearing, the counsels for respondents accepted the notice and sought time to file reply. RP has filed its reply. The appeal has also been tagged with the KC Roasters appeal. The submissions in these matter are concluded, and the matter is reserved for orders.
<p>Application by Riveria Commercial developers Limited (“Riveria”)</p>	<ul style="list-style-type: none"> Riveria Commercial Developers Limited is the landlord of one of the stores where Foodhall business was being operated. Pursuant to the interim order dated 31st of May 2023, by NCLAT, directing to maintain status quo on operations in respect of the area on which the vendor is in operation at two stores in Delhi, until next date of hearing. The landlord has filed an appeal before the bench to recall or vacate this order. This appeal was listed on 4th July 2023, Hon’ble NCLAT had issued notice in the application and has directed the respondents to file replies, if any, before the next date of hearing, i.e. 13th July 2023. On 21st July 2023, Riveria counsel made its submission and KC Roasters counsel objected to it. Bench indicated that it did not find merit in objection of KC Roasters counsel and directed it would hear the appeals on merit. This application is also listed with the other appeals. The submissions in these matter are concluded, and the matter is reserved for orders.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Ajay Kumar v. Vijaykumar V Iyer

[IA No. 2890/2022]

- Application filed by one lessor, from whom FRL had leased certain premises for running its stores. The Applicant has filed the application seeking directions to the RP to either make regular payment of current rent arrears from the date of initiation of CIRP or vacate the premises and make payment of rent from the date of initiation of CIRP till the date of vacation of the premises. The RP has filed a reply.
- The matter was next listed on various occasions from 16th November 2022 to 21st February 2023. On 21st February 2023, the RP counsel submitted that several landlords have filed such applications before the Tribunal and the CoC is considering commercial viability of these premises. The decision of the CoC in respect of the commercial viability of the premises shall be communicated to the landlords in due course. The counsel appearing on behalf of opposite party submitted that the RP was duty bound to pay CIRP costs, as per Section 14 (2)(ab) of the Code, since the decision on retention or vacation of the premises was not yet taken. The RP counsel opposed the said contention and stated that the RP may not have sufficient funds to pay all landlords since the Corporate Debtor had a large footprint over the entire country and rents of all stores cannot not be paid. The bench took note of submissions made by the counsels and adjourned this matter to 14th March 2023, however due to paucity of time, the matter was listed on 29th March 2023.
- On 29th March 2023, the RP counsel submitted that CoC was still voting on the decision to vacate the premises or not, and accordingly sought a short adjournment. On 10th April 2023 wherein a short adjournment was sought by the RP counsel on the ground that the issue at hand has been discussed by the CoC and the e-voting in respect of the same is underway. The matter was accordingly adjourned to 18th April 2023, wherein it could not be taken up and adjourned to 26th April 2023.
- On 26th April 2023, the RP counsel apprised that e-voting has been extended. The Bench orally observed that the RP must act fast and apprise the Bench/landlords of the progress in the matter. On 4th May 2023, wherein the RP Counsel apprised the Bench that the e-voting by CoC on the decision whether to vacate or retain leased premises was ongoing.
- On the 16th May 2023, the RP counsel submitted that the COC has taken a decision to vacate the premises of all the landlords who were before the NCLT. The Hon’ble Tribunal ordered the following:
 1. Representative of the RP who visits the premises must be given the requisite authority letter to liaise with the landlord.
 2. The premises are to be opened in presence of representatives of the RP and the landlord, at a mutually agreed date, using the keys, wherever available, or by breaking the locks, if required.
 3. The Bench has orally suggested that the RP may take along a valuer to these premises to conduct valuation of the inventory lying at the premises.
 4. RP is to take steps to inventories the stock at these premises and vacate the premises as soon as possible.
 5. RP to file a Compliance Report showing vacation of all premises by 3rd July.
 6. All landlord matters to be listed on 3rd July for reporting compliance.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Ajay Kumar v. Vijaykumar V Iyer [IA No. 2890 of 2022] Contd.</p>	<ul style="list-style-type: none"> On 3rd July 2023, the matter could not be heard due to paucity of time and has been adjourned to 9th August 2023. The matter was thereafter listed on 15th September 2023 and 26th October 2023, since the landlord was pressing for grant of CIRP costs. The matter has been adjourned to 28th November 2023.
<p>Vijaykumar V. Iyer v. Atlantis Multiplex Private Limited [IA 2954 of 2022]</p>	<ul style="list-style-type: none"> The respondent vide lease deed dated 25th January 2016 had granted leasehold rights to FRL to the area admeasuring 41,456 sq.ft. spread over upper ground floor, first floor and second floor of the mall by the name Atlantis mall in Allahabad, Uttar Pradesh with the common areas, ingress, egresses and easement rights, equipment, machinery and other utilities as developed and installed in the said mall (“Leased Premises”). FRL was operating a retail store by the name Big Bazaar on the Leased Premises. On 12th September 2022 the store manager of FRL informed that the officials of the respondent have replaced the old locks of the Leased Premises put by FRL and has replaced it with a new lock of their own and the keys were not given to the store manager. Thereafter on 13th September 2022, the officials of the respondent moved the inventory of FRL, lying at the Leased Premises, the total value of which is estimated to be over INR 5.7 crores. The RP filed this application seeking an order from the Hon’ble NCLT for assistance of the local administration in taking back control and custody of the Leased Premises. On 14th October 2022 the counsel on behalf of the respondent sought 2 weeks of time to file a response. Accordingly, the Hon’ble NCLT passed directions to the respondent to file a reply withing 2 weeks and notified the matter to 15th November 2022. Due to paucity of time matter couldn’t be heard and the matter was re-notified for hearing to 28th November 2022. On 28th November 2022 the RP was served with a reply by the respondents in this matter, Vide this response the respondents prayed for rejection of the application on grounds that the lease was terminated before the commencement of CIRP, and the RP is not entitled to seek restoration of possession. The matter was listed on various occasion from 09th January 2023 to 14th March 2023, wherein it could not be taken up. RP filed rejoinder. On the next date of hearing, the Bench heard the arguments of the parties, and the matter was simplicitor adjourned from 16th May 2023 to 13th September 2023 and the next date of hearing is 13th October 2023. On 13th October, counsel for RP sought time to submit a rejoinder and accordingly the matter has been adjourned to 9th November 2023.
<p>Beelefy v. Future Retail Limited – not numbered yet</p>	<ul style="list-style-type: none"> Application for condonation of delay in submission of claim. Application served on 3rd February 2023. Has not been listed yet.
<p>Sudha Raina v. Vijaykumar V Iyer – not numbered yet</p>	<ul style="list-style-type: none"> Application filed seeking direction to the resolution professional to handover vacant possession of the premises and to pay monthly lease amounts to the Applicant until the date of handing over the vacant possession of the premises. Application served in December 2022. Has not been listed yet. But the store has been vacated.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Kothapally Krishna Reddy v. Vijaykumar V. Iyer [IA 2357 of 2023]	<ul style="list-style-type: none"> The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 10th July 2023 and was adjourned to 28th July 2023 and 3rd August 2023, 5th September 2023, 25th September 2023. During the hearing, the counsel for RP submitted that in the lease deed, particularly the definition of “Said Land”, “Premises”, “Demised Premises” and “Building”. The term “Demised Premises” as per the lease deed was only the land and does not include the building so constructed. The Corporate Debtor has incurred huge expenses on the construction of the building which is owned by the Corp Debtor. Furthermore, Applicant terming the leased land as “premises” is completely incorrect. The Applicant’s submission about “as-is-where-is basis” is a stretch and cannot include the building without the Corporate Debtor being compensated for the same; Even if the court was to order vacation of the premise, there was shortage of funds for vacation of the premises. The Bench has reserved the matter for orders.
Centbank Financial Services Limited v. Vijaykumar V. Iyer [IA 3447 of 2023]	<ul style="list-style-type: none"> The Application has been filed for delay in condonation of filing of claim and seeking exclusion of certain leased assets from the resolution plan. The matter was listed on 8th August 2023 and delay in filing of claim was condoned. The matter was adjourned to 5th September 2023, and 11th October 2023. On 11th October 2023, Counsel appearing for Centbank sought time to file a rejoinder. Accordingly, the matter has been adjourned to 9th November 2023.
S Raghav Reddy v Future Retail Limited [IA 3847 of 2023]	<ul style="list-style-type: none"> Application filed seeking direction to the resolution professional to handover vacant possession of the premises and to pay monthly lease amounts to the Applicant until the date of handing over the vacant possession of the premises. Application served on 18th January 2023. This matter was listed on 23rd February, no one appeared on behalf of the applicant. Bench directed that hard copies of the application be filed with bench as well as be served upon RP. Further the matter was adjourned to 14th March 2023, wherein it could not be heard and was further adjourned to 10th April 2023. On 10th April 2023, a short adjourned was sought by the RP counsel on the ground that the issue at hand has been discussed by the CoC and the e-voting in respect of the same is underway. The matter was accordingly adjourned to 18th April 2023, wherein it could not be taken up and was further adjourned to 26th April 2023. On 3rd July 2023, the matter could not be heard due to paucity of time and has been adjourned to 9th August 2023. The premises have been vacated however since the landlord was pressing for CIRP costs the matter was adjourned to 15th September 2023 and is now scheduled to be listed on 6th October 2023. On 6th October 2023, the applicant submitted that the premises had already been vacated and the applicant had liberty to file claim with the RP. The applicant was preferring this application for condonation of delay in filing of claim, out of abundant caution. The Bench noted the submissions and was pleased to allow the application and condone the delay in filing of Form B.
Vijaykumar V. Iyer v. Aadhar Wholesale [IA 2136 of 2023] Vijaykumar V. Iyer v. Nilgiri Dairy Farm [IA 2159 of 2023]	<ul style="list-style-type: none"> Avoidance applications filed. The matters were adjourned to 18th September 2023 and thereafter 11th October 2023. On 11th October 2023, Counsels for RP informed the Bench that they had been served with a reply and sought time to put in a rejoinder to the same. Accordingly, the matter has been adjourned to 9th November 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Vijaykumar V Iyer v. NGS & Co. LLP

[IA No. 420 of 2023]

- The resolution professional has filed an application under Section 19 of the Code read with Section 60(5) of the Code against the statutory auditor viz. NGS & Co. LLP of FRL seeking their cooperation especially in respect of disclosure of critical information/data/documents of Corporate Debtor.
- Despite numerous communications and discussions that have taken place with the statutory auditor, it has failed to provide the resolution professional with the complete information/documents till date.
- All these points have been highlighted in the application filed by the resolution professional on 23rd November 2022 to seek the following prayers from the NCLT
 - *Order and direct the Respondent to cooperate and provide/ grant access to all information/documents/ data relating to the Corporate Debtor available with them to the Applicant, including as per the list enclosed as Annexure-G;*
 - *Order and direct the Respondent to cooperate and provide/ grant access to all information/documents/ data relating to the Corporate Debtor to the Applicant, personnel of the Corporate Debtor and any other personnel engaged by the Applicant that may be required till completion of the corporate insolvency resolution process of the Corporate Debtor ;*
 - *Order and direct the Respondent to co-operate with the Applicant, personnel of the Corporate Debtor and any other personnel engaged by the Applicant in the corporate insolvency resolution process of the Corporate Debtor and provide all further information/documents/ data relating to the Corporate Debtor as may be requisitioned by the Applicant, till completion of the corporate insolvency resolution process of the Corporate Debtor.*
- The referred application was last listed on 19th May 2023, the matter could not be reached due to paucity of time and is next listed for 7th July 2023 and thereafter was listed on 24th July 2023 and 1st August 2023.
- The Counsel for RP indicated that only piecemeal information was being provided by the auditors and most of the information sought by the RP was still pending. The Court indicated that the auditor must cooperate and provide information to the RP. The matter was adjourned to 4th August 2023 high on board. Thereafter, matter was adjourned to 11th August 2023.
- The Court once again directed the Respondent auditor to make all information as sought by the RP available with specific reasons and adjourned the matter to 13th September 2023.
- The Counsel for RP requested the Bench that it direct the auditor to file an affidavit stating that it had no further information. The counsel for the Respondent tendered copy of the attached affidavit. In view of the fresh affidavit being filed, the matter was adjourned to 12th October 2023. On 12th October 2023, the matter was argued at length. **The Bench has reserved the matter for orders.**

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Lokesh Jain vs Future Retail Limited

[IA 454 of 2023]

- An application filed by a lessor from whom FRL had leased certain premises at Greater Kailash-II, Delhi for running its stores, seeking directions to the RP for vacation of the premises and to make payments of outstanding rental dues to the applicant. The application was served to the RP on 23rd December 2022 and was listed on 8th February 2023, where the bench was appraised by the counsels of the applicant about the application and sought vacation of the leased premises occupied by the Corporate Debtor and payment of rental dues. Further, the Applicant was seeking urgent vacation of the premises since it was causing grave losses to the Applicant. In response counsels appearing for RP, sought time to file a reply and seek necessary instructions in regard to the leased premises. The Bench indicated that since several such applications had been filed before the NCLT, the RP would need to deliberate upon the same. Accordingly, the RP was directed to file a reply within 2 weeks. The RP filed his reply on 24th February 2023, but matter could not be heard due to paucity of time. Accordingly, the matter was adjourned to 15th March 2023 and further to 29th March 2023.
- On 29th March 2023, the counsel for opposite party submitted that his application was distinct from the other landlords since in his case, the lease had been terminated in 2019, much prior to CIRP. Therefore, the RP must urgently pay all rental dues at the earliest. Further, the Applicant had received several complaints from the neighbors in the vicinity of the premises that the perishable inventory inside the premises was rotting and causing grave public nuisance. In response, the RP counsel apprised the Bench that the RP had put forth the landlord issue before the CoC for voting in the 11th CoC meeting.
- On 10th April 2023, the counsel for the applicant submitted that his IA was distinct from the other landlords since in his case, the lease had been terminated in 2019, much prior to CIRP. Therefore, the RP must urgently pay all rental dues at the earliest. Accordingly, they sought urgent hearing and disposal of the IA. They further highlighted to the Bench that there was nothing on record to show termination of the premises was done in 2019. The Applicant had not produced any termination notice and had only relied upon an extract of a whatsapp chat. Further, the Applicant had been raising invoices till June 2022. Therefore, the contention of the Applicant with respect to termination of lease appeared incorrect. Thereafter, the Applicant counsel further submitted that while a decision on retention or vacation of premises was being done, the RP was duty bound to pay CIRP costs. It was further highlighted that the applicant is suffering from acute ailments owing to old age. Therefore, it is of utmost importance that the rental amount of the leased premises that are due for around ten months should be paid to him on an immediate basis. The RP counsel responded stating that the RP may not have sufficient funds to pay all landlords since the Corporate Debtor had a large footprint over the entire country and rents of all stores could not be paid. In any case, the dues of the Applicant would be dealt with as per the provisions of the Code. Further, the RP counsel also submitted that the CoC was still voting on the agenda item pertaining to vacation/retention of leased premises and the voting had been extended to 12th April 2023.
- The Bench noted the submissions of all parties and indicated that since voting was to be completed on 12th April 2023, the matter may be adjourned so that the RP can apprise the Bench of the decision by the CoC on the vacation/retention of leased premises. Accordingly, the matter was adjourned to 24th April 2023. However, the matter could not be heard due to paucity of time and has accordingly been adjourned to 16 May 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Lokesh Jain vs Future Retail Limited [IA 454 of 2023] – Cont’d</p>	<ul style="list-style-type: none"> On the last date of hearing i.e. 16th May 2023, The RP counsel submitted that the COC has taken a decision to vacate the premises of all the landlords who were before the NCLT. The Hon’ble Tribunal ordered the following: <ol style="list-style-type: none"> Representative of the RP who visits the premises must be given the requisite authority letter to liaise with the landlord. The premises are to be opened in presence of representatives of the RP and the landlord, at a mutually agreed date, using the keys, wherever available, or by breaking the locks, if required. The Bench has orally suggested that the RP may take along a valuer to these premises to conduct valuation of the inventory lying at the premises. RP is to take steps to inventories the stock at these premises and vacate the premises as soon as possible. RP to file a Compliance Report showing vacation of all premises by 3rd July. All landlord matters to be listed on 3rd July for reporting compliance. On 3rd July 2023, the matter could not be heard due to paucity of time and has been adjourned to 9th August 2023. The premises have been vacated however since the landlord was pressing for CIRP costs the matter was adjourned to 15th September 2023 and is now scheduled to be listed on 6th October 2023. On 6th October 2023, the bench was appraised of fact that the premises had been vacated and since the premises were accessible during CIRP, rental dues from 20th July 2022 to 27th May 2023 (date of vacation) would accrued as CIRP costs. The Applicant requested that prayers (b) and (c) which detail the amounts of CIRP costs be allowed so that later there is no dispute on quantification of CIRP costs. Appearing counsels indicated that will take instructions on these specific amounts and verify the same. On 26th October 2023, the Bench was pleased to dispose of the application as being infructuous and passed an order that the RP shall treat the amount of Rs. 5,08,875 (inclusive of GST) as CIRP costs accruing during the period between 20th July 2022 and 27th May 2023.
<p>Axis Trustee Services Limited v. Vijaykumar V. Iyer [IA 1721 of 2023, IA 2140 of 2023 & IA 2127 of 2023]</p>	<ul style="list-style-type: none"> The Application has been filed seeking recognition of part of claim as financial debt based on tripartite agreements, master lease agreements between related parties of FRL, Applicant and FRL. The matter was listed on 13th July 2023 and was adjourned to 18th July 2023. The matter was extensively heard and reserved for orders. The Counsel for RP took the Bench through various provisions of the agreements, debenture trust deeds and relevant judgments to highlight that the debt was not financial debt and was in a nature of guarantee or indemnity. Thereafter due to re-constitution of the Bench, the matter was de-reserved and listed on 22nd August 2023 by order dated 18th August 2023. The matter was listed on 22nd & 29th August 2023. By order dated 8th September 2023, the bench was pleased to dismiss and dispose of the Application. The Court held that Axis’s claim is not a financial debt and is not in the nature of guarantee.
<p>Kosuri Lakshmi Kishore v. Vijaykumar V. Iyer [IA 3763 of 2023]</p>	<ul style="list-style-type: none"> The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 24th August 2023 and was adjourned to 5th September 2023 and thereafter 25th September 2023. On 26th October 2023, the Applicant submitted that it would bear the costs of vacation of premises and warehousing of goods, subject to the said costs being treated as CIRP costs by the RP. The RP acceded to the same. In view thereof, the Bench was pleased to dispose of the application.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Mr. Paramjit Singh & Mr. Jagjit Singh v. Vijaykumar V. Iyer [IA 1649 of 2023]</p>	<ul style="list-style-type: none"> The matter was first taken up by the Bench on 1 May 2023, wherein the counsel for the Applicant highlighted that the RP was neither vacating the subject premises nor was paying CIRP costs. In response, the RP counsel highlighted that as indicated in the other applications, CoC was seized of the matter and was voting on the agenda of vacation/retention of rental premises. At this stage, the Bench expressed its displeasure and indicated that the RP must take a decision at the earliest and vacate all non-operational stores which are not required. The RP counsel, thereafter, sought time to file a reply. The Applicant also stated that the RP had failed to communicate the status of the Applicant’s claim, in response to which it was apprised that the RP team would consider the claim of the Applicant and inform the Applicant of the status accordingly. The matter has thereafter been adjourned to 16th May 2023. On the last date of hearing i.e. 16th May 2023, The RP counsel submitted that the COC has taken a decision to vacate the premises of all the landlords who were before the NCLT. The Hon’ble Tribunal ordered the following: <ol style="list-style-type: none"> Representative of the RP who visits the premises must be given the requisite authority letter to liaise with the landlord. The premises are to be opened in presence of representatives of the RP and the landlord, at a mutually agreed date, using the keys, wherever available, or by breaking the locks, if required. The Bench has orally suggested that the RP may take along a valuer to these premises to conduct valuation of the inventory lying at the premises. RP is to take steps to inventories the stock at these premises and vacate the premises as soon as possible. RP to file a Compliance Report showing vacation of all premises by 3rd July. All landlord matters to be listed on 3rd July for reporting compliance. On 3rd July 2023, the matter could not be heard due to paucity of time and has been adjourned to 9th August 2023. The premises have been vacated however since the landlord was pressing for CIRP costs the matter was adjourned to 15th September 2023 and is now scheduled to be listed on 6th October 2023. On 6th October 2023, it was highlighted to bench that the premises had been vacated. However, since the premises were inaccessible during CIRP, no costs would accrued as CIRP costs. Accordingly, counsels sought time to file an additional reply bringing these facts pertaining to CIRP costs on record. The Bench directed RP to file a reply within 1 week and the matter had been adjourned to 26th October 2023. RP has complied with the above direction. On 26th October 2023, the Bench adjourned the application to 28th November 2023.
<p>Vijaykumar V. Iyer v. TNSI Retail Private Limited & Ors. [IA 3457 of 2023]</p>	<ul style="list-style-type: none"> The Application has been filed by the RP impugning the Business Services Agreement entered into between FRL and TNSI alleging the percentage of license fees paid to FRL was undervalued. The matter was listed on 9th August 2023 and adjourned to 15th September 2023. The Court was pleased to issue notice and directed the Respondents to file their reply. The matter has been adjourned to 11th October 2023. On 11th October 2023, Counsel appearing for TNSI sought time to file a reply. The Bench orally observed as by way of a last chance the Respondents were being given time to file a reply. Accordingly, the matter has been adjourned to 9th November 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Interlocutory Application against non-cooperating landlords [IA 1455 of 2023]

- RP has filed an application against landlords for cooperation and granting immediate access to the premises/inaccessible stores. First listed on 20th April 2023, wherein the Hon’ble Tribunal ordered that the RP can take assistance of the local administration to access the subject premises for taking stock of inventory and other details.
- The matter was thereafter listed on 3rd May 2023, 8th May 2023 wherein Bench enquired on the status of vacation of stores, which the RP stated was pending approval before the CoC. The matter was thereafter wrongly listed on 8th May 2023 and adjourned to 10th May 2023 and thereafter was listed on 15th May 2023. However, on 15th May 2023, it could not reach due to paucity of time and is next listed on 2nd June 2023.
- On 2nd June 2023, the bench was informed that, the RP had taken various steps and had written to approx. 40 police stations for assistance in accessing the Inaccessible Stores. However, for a multiplicity of reasons, the RP team had not been able to receive sufficient assistance and access the Inaccessible Stores. Accordingly, we were pressing for prayer (A) of the Application today (Immediate access to the stores). Thereafter, we informed the Bench of the difficulties being faced by the RP and took the Bench through the Application in detail, along with details furnished in Annexure A of the Application.
- The Bench noted our submissions and was pleased to grant prayer (A) of the Application with respect to the Inaccessible Stores present in Annexure A of the Application. Prayer A is reproduced here for ease of reference –
Immediate access be granted to the Applicant for all the Inaccessible Premises, as set out in Annexure A [Refer Pg. 17 (PDF Pg. 24), Vol. I] and Annexure B [Refer Pg. 39 (PDF Pg. 46), Vol. I] and any consequential directions in this regard
- Thereafter, we also sought reliefs with respect to prayer (C) (CIRP costs) and stating that CIRP costs are only payable in respect of premises which are actually utilized by the RP during CIRP. The Inaccessible Stores remain inaccessible as on date and therefore the rental dues for such premises must not be considered as CIRP costs. The Bench noted our submissions and indicated that we should put the issue before CoC and consult the CoC on the said issue. In response, we indicated that the CoC counsel was present during the previous hearings, in support of the RP’s contentions. The Bench indicated that the RP should put the matter before CoC so that a resolution on the issue can be arrived at. Further, the Bench orally indicated that the CoC counsel can remain present on the next occasion if required. Accordingly, the matter has been adjourned to 5th July 2023. Thereafter, matter was adjourned to 11th August 2023 and 22nd August 2023 and 31st August 2023. On 31st August 2023, the Bench indicated that the prayer concerning the CIRP costs could be considered at a later stage. Further, since the landlords were not parties to the application and had not been heard, it would be difficult to pass blanket orders granting access to these inaccessible premises. Further, the landlords would have to be heard before any blanket orders are passed. In response, we indicated that access was being sought so that RP could take charge of the assets lying in the inaccessible premises. However, the Bench indicated that the landlords must be identified and made parties before any orders can be passed. The matter was adjourned to 12th September 2023..

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Interlocutory Application against non-cooperating landlords [IA 1455 of 2023]</p>	<ul style="list-style-type: none"> The matter was heard on 26th October 2023, where the Counsel for the RP requested the NCLT to grant prayer (c) of the Application whereby directions would be passed that no CIRP costs would accrue for the inaccessible premises. At this stage, the Bench indicated that it was not inclined to pass such blanket orders without hearing the landlords, who were not even parties before it. The Bench orally indicated that such matters would have to be decided on a case-by-case basis. In response, appearing counsel for RP stated that landlords who were aggrieved by non-payment of CIRP costs could approach the NCLT and their right would not be foreclosed. The Bench noted the submissions and observed that in view of the CoC minutes dated 5th July 2023 and the decision taken therein, the Application would be disposed of, with liberty to the landlords to approach the NCLT if they wanted to challenge the non-payment of lease rentals as CIRP costs. Accordingly, the application has been disposed of in terms of the aforesaid observations of the NCLT. We await the written order of the NCLT.
<p>Suntex Clothing Ltd Vs. Vijay Kumar Iyer Resolution Professional of M/S. Future Retail Ltd [IA 4284 of 2023]</p>	<ul style="list-style-type: none"> The Application has been filed for delay in condonation of claim and was listed on 18th September 2023 and has been adjourned to 6th October 2023. On 6th October 2023, No one appeared for the applicant. The matter has been adjourned to 26th October 2023. On 26th October 2023, the Bench directed the RP to file its reply to the application and adjourned the application to 28th November 2023.
<p>Radha Kishan Mehta v. Vijaykumar V. Iyer [IA 4638 of 2023]</p>	<p>The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 17th October 2023, where counsel for RP informed the Bench that they would need to put in a reply bringing on record certain facts such as the premises being inaccessible. The Bench noted our submissions and indicated that a reply may be filed within 2 weeks. Accordingly, the matter has been adjourned to 28th November 2023.</p>
<p>Yash Chhoker v. Vijaykumar V. Iyer [IA 4646 of 2023]</p>	<p>The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 17th October 2023. Counsel appearing for the landlord indicated the landlord was ready to bear vacation and warehousing charges, however, the landlord would claim the same as CIRP costs. The Bench indicated that since the landlord was volunteering to bear the costs, the same could be born as CIRP costs. Accordingly, the Bench directed the RP to vacate the premises within 3 weeks and also recorded that CIRP costs would accrue for the premises since they were accessible. Accordingly, the application has been disposed of.</p>
<p>Cannon India Private Limited v. Vijaykumar V. Iyer [IA 4560 of 2023]</p>	<p>The Application has been filed by Cannon India seeking repossession of its equipment in the Corporate Debtor’s possession. The Applicant contends that the agreement was terminated prior to CIRP and partial equipment have already been returned. Therefore, moratorium does not apply on the equipment. The matter was listed on 12th October 2023, where the RP sought time to file a reply. The matter has now been adjourned to 7th November 2023.</p>
<p>Cannon India Private Limited v. Vijaykumar V. Iyer [IA 4604 of 2023]</p>	<p>The Application has been filed by Cannon India challenging the partial rejection of claim by the RP. The matter was listed on 16th October 2023, where the RP sought time to file a reply. The matter has now been adjourned to 7th November 2023.</p>

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Axis Trustee Services Limited v. Vijaykumar V Iyer [IA 3370 of 2023]	<ul style="list-style-type: none"> • The Application has been filed seeking exclusion of certain leased assets from the resolution plan and interim relief of staying the voting of the plan. The matter was listed on 4th August 2023 where no interim reliefs were granted. The matter was adjourned to 30th August 2023. The RP and other respondents were directed to file their reply and the matter has been adjourned to 7th September 2023. • The RP has filed its reply stating that such claim by the Applicant is belated. Further, the RP due to paucity of information is not in a position to identify the particular/specified assets that belong to the Applicant. If the Applicant is able to verify and identify its assets, the RP would be in a position to assist the Applicant. • Since other respondents had not filed a reply – the matter was adjourned to 13th September 2023. The matter is listed on 13th October 2023. • On 13th October 2023, the counsel for applicant gave a brief background of the matter and indicated that besides the RP, the other Respondents had not filed their replies. In response, counsel for promoters, submitted that the Promoters would file their reply shortly, however, no information was available with the Promoters. Counsel for RP, indicated that the RP’s position was extremely clear – due to data/information asymmetry, the RP was not able to identify third party assets. The burden was on the Applicant to demonstrate ownership of the leased assets. Counsel for applicant indicated that in view of the RP’s position, it was incumbent that Rivaaz (third party) be present and file a reply since Rivaaz may have documents/information which would help establish ownership of the Applicant over the leased assets in the CD’s possession. Accordingly, Bench was pleased to re-issue notice to Rivaaz. The matter has been adjourned to 29th November 2023
Future Market Networks Limited v. Vijaykumar V Iyer [IA 3861 of 2023]	<ul style="list-style-type: none"> • Application has been filed inter alia seeking directions to the RP to remove goods lying in the premises which are of a perishable nature. The Ahmedabad Municipal Corporation has also issued a notice to the landlord. The RP was directed to remove the perishable goods from the premises and the matter has been adjourned to 11th October 2023. On 11th October 2023, counsels for RP informed the Bench that in compliance with the order dated 29th August 2023, the RP team had removed all perishable items and cleaned the premises. Thereafter, Counsel appearing for the Applicant highlighted that SARFAESI proceeding had been initiated with respect to the premises and orders had been passed to vacate the same on 28th October 2023. Counsel also indicated that the order was passed in defiance of the moratorium and the RP would be required to take necessary steps to challenge the order since the RP is in possession of the premises. In response, we indicated that we had received intimation of the SARFAESI proceedings and orders by the Applicant, only last night and the RP would have to analyze and consider the situation before taking any further steps. Accordingly, the matter has been adjourned to 25th October 2023. • On 25th October 2023, the matter was adjourned to 27th October 2023 for both parties to take instructions regarding the vacation of premises. On 27th October 2023, the matter was adjourned to 11th December 2023 for hearing since the earlier scheduled action of dispossession of the premises on 28th October 2023 has been withdrawn.
Vanya Buildtech Private Limited [IA 4549 of 2023]	<ul style="list-style-type: none"> • The Application has been filed seeking vacation of subject premises and other incidental reliefs. On 12th October 2023, We highlighted that FRL did not have funds to vacate and store the inventory and if the landlord could bear the charges of vacation and warehousing the RP would cooperate and assist the landlord. Counsel appearing for the landlord indicated the landlord was ready to bear vacation and warehousing charges, however, the landlord would claim the same as CIRP costs. The Bench indicated that since the landlord was volunteering to bear the costs, the same could be born as CIRP costs. Accordingly, the Bench indicated that it would pass appropriate orders.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Pardeep Arora v. Vijaykumar V Iyer [IA 2076 of 2023]	<ul style="list-style-type: none"> • Application filed seeking direction to the resolution professional to pay the rent due or otherwise handover vacant possession of the premise. Application served on 2nd February 2023. This IA was not listed for long and was listed on 19th May 2023 (first listing). The matter could not be reached due to paucity of time and next listed for 7th July 2023. Thereafter, matter was listed on 9th August 2023. Thereafter matter was adjourned to 15th September 2023 and thereafter 6th October 2023 – since the landlord was seeking payment of CIRP costs. • On 6th October 2023, it was highlighted to bench that the premises had been vacated. However, since the premises were inaccessible during CIRP, no costs would accrued as CIRP costs. Accordingly, counsels sought time to file an additional reply bringing these facts pertaining to CIRP costs on record. The Bench directed RP to file a reply within 1 week and the matter had been adjourned to 26th October 2023. RP has complied with the above direction. • On 26th October 2023, the Bench adjourned the application to 28th November 2023.
Goverdhan Gopal Puri v. Vijaykumar V. Iyer [IA 3818 of 2023]	<ul style="list-style-type: none"> • The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 28th August 2023 and was adjourned to 14th September 2023. The Counsel of the RP indicated the premises were inaccessible, the landlord was not cooperating. Further, inventory/valuation could not be completed and there was severe value deterioration of the assets. The Court directed the RP conduct the inventory exercise before next date of hearing. The matter was adjourned to 6th October 2023. On 6th October 2023, counsels for RP highlighted that in compliance with the last order, the RP had visited the premises and completed making the inventory of the store. Further, there was a proposal from the landlord that it would bear the vacation and warehousing charges on its own account. Further, the store was inaccessible and CIRP costs would not accrue for the premises. In response, Counsel appearing for the landlord tendered an email written to the RP team, whereby the landlord agreed to bear the costs of vacation and storing of inventory in a warehouse and also indicated that it would not seek payment of CIRP costs. In view of the aforesaid statement, the Bench directed the RP to vacate the premises within 2 weeks was pleased to dispose of the Application. Further, counsels for RP highlighted to the Bench the status of the CIRP, however, the Bench indicated that it would condone the delay in filing of claim for pre-CIRP costs.
Application for exclusion of time [IA 4276 of 2023]	<ul style="list-style-type: none"> • The Application has been filed by the RP seeking exclusion of 15 days, and extension of CIRP till 30th September 2023. The matter was listed on 15th September 2023. The exclusion was granted.
Arun Khatana v. Vijaykumar V. Iyer [IA 4189 of 2023]	<ul style="list-style-type: none"> • The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 13th September 2023 and was adjourned to 13th October 2023. • On 13th October 2023, counsels for RP informed the Bench that the premises were inaccessible and they would need to put in a reply bringing on record certain facts. The Bench noted our submissions and indicated that a reply may be filed within 2 weeks. Accordingly, the matter has been adjourned to 9th November 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Bengal Shrachi Housing Development Limited v. Vijaykumar V. Iyer [IA 4194 of 2023]	<ul style="list-style-type: none"> The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 13th September 2023 and was adjourned to 13th October 2023. On 13th October 2023, counsels for RP informed the Bench that they would need to put in a reply bringing on record certain facts. The Bench noted our submissions and indicated that a reply may be filed within 2 weeks. Accordingly, the matter has been adjourned to 9th November 2023.
Hindustan Coca Cola Beverages v. Future Retail Limited. [IA 4188 of 2023]	<ul style="list-style-type: none"> The present is an application filed for condonation of delay, in filing the claim by the applicant. The matter was listed on 13th September 2023 and has been adjourned to 13th October 2023. On 13th October 2023, counsel for applicant sought time to file a reply. Accordingly, the matter was adjourned to 30th October 2023 and on the said date, matter has been reserved for orders.
The Court Receiver Bombay High Court v. Vijaykumar V. Iyer [IA 2468 of 2023]	<ul style="list-style-type: none"> The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 10th July 2023 and was adjourned to 28th July 2023 and 3rd August 2023, 5th September 2023, 25th September 2023. During the hearing, the counsel for RP submitted that the prayer for recovery of possession of the premises by the Applicant was barred under Section 14(1)(d) of the IBC. The Corporate Debtor is/ was in the business of retail stores. A resolution plan was being considered by the members of the CoC and voting was on going. The Resolution Applicant may require the premises to revive the business of the Corporate Debtor Even if the court was to order vacation of the premise, there was shortage of funds for vacation of the premises. The Bench has reserved the matter for orders.
Exbuzz Fire and Security Pvt. Ltd. V. Future Retail Limited [IA 2301 of 2023]	<ul style="list-style-type: none"> The present is an application filed for rejection of claim by RP. Matter was listed on 7th July 2023, thereafter 9th August 2023 and thereafter 12th September 2023. The RP has filed a reply stating that the claims pertain to Future Market Network and not FRL. The Applicant sought time to file rejoinder and matter has been adjourned to 6th October 2023. On 6th October 2023, the counsel for applicant stated that although the claim was against Future Market Network, it was a sister concern of CD and was within the Future group of companies. Accordingly, its claim against this CD and it ought to be admitted. In response, we highlighted that the claim did not pertain to this CD and showed from the record, including the claim form, that services were rendered to, and payments were made by Future Market Network. Accordingly, the claim had been rightly rejected by the RP. The Bench noted the submissions of both parties and was pleased to reserve the matter for orders.
Mr. Vipin Prakash Aggarwal Vs. Mr. Vijaykumar V Iyer [IA 4287 of 2023]	<ul style="list-style-type: none"> The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 18th September 2023 and has been adjourned to 6th October 2023. On 6th October 2023, counsels for RP highlighted that FRL did not have funds to vacate and store the inventory and if the landlord could bear the charges of vacation and warehousing the RP would cooperate and assist the landlord. Counsel appearing for the landlord indicated the landlord was ready to bear vacation and warehousing charges, however, the landlord would claim the same as CIRP costs. In response, counsel for RP highlighted the precarious financial situation and indicated that all such charges would burden FRL with massive CIRP costs. However, the Bench indicated that since the landlord was volunteering to bear the costs, the same could be born as CIRP costs. Accordingly, the Bench directed the RP to vacate the premises and recorded the submission that the landlord would bear the vacation and warehousing costs and seek reimbursement of the same as CIRP costs.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Vijaykumar V. Iyer v. Kishore Biyani and others</p> <p>[IA 3463 of 2022 & IA 237 of 2023]</p>	<ul style="list-style-type: none"> • The resolution professional has filed an application under Section 19 of the Code read with Section 60(5) of the Code against <i>inter alia</i> the erstwhile directors and certain employees of FRL (“Corporate Debtor”) seeking their cooperation especially in respect of disclosure of critical information/data/documents of Corporate Debtor. • The resolution professional, immediately after being appointed as the interim resolution professional pursuant to the order dated 20th July 2022 of Hon’ble NCLT had begun conducting meetings and discussions with the erstwhile management of Corporate Debtor to understand the business of the Corporate Debtor and to procure critical information/data/documents of the Corporate Debtor, with an aim to conduct the CIRP in the most effective manner possible. Despite numerous communications and discussions that have taken place between the directors/ employees and the resolution professional, they have failed to provide the resolution professional with the complete information/documents till date. Pertinently, it was brought to resolution professional’s knowledge that they have parted with such critical information/data/documents to third parties, such as IT vendors, without taking any back-ups and now such third-parties are refusing to cooperate with the resolution professional to provide him the said information/documents. Because of such non-cooperation by the directors/employees, the resolution professional is also unable to comply with statutory compliances. • All these points have been highlighted in the application filed by the resolution professional on 04th November 2022 to seek the following prayers from the NCLT: <ul style="list-style-type: none"> • <i>Order and direct the Respondents to provide/ grant access to all information/documents/ data relating to the Corporate Debtor</i> • <i>Order and direct the Respondents to take steps to retrieve and get back information/documents /data of the Corporate Debtor, in the custody of personnel/entities within the Future Group or with third parties of the Corporate Debtor, or to provide such information/documents/data to the Applicant directly.</i> • <i>Order and direct the Respondents to provide/ grant access to all information/documents/ data relating to the Corporate Debtor to the Applicant, personnel of the Corporate Debtor and any other personnel engaged by the Applicant that may be required till completion of the corporate insolvency resolution process of the Corporate Debtor;</i> • <i>Order and direct the Respondents to co-operate with the Applicant, personnel of the Corporate Debtor and any other personnel engaged by the Applicant in the corporate insolvency resolution process of the Corporate Debtor, till completion of the corporate insolvency resolution process of the Corporate Debtor.</i> • The IA was first listed on 22nd November 2022. On 22nd November 2022 the bench was appraised of the matter and the significant challenges faced by the resolution professional, on account of lack of relevant information, due to non-cooperation of the directors and other personnel of the Corporate Debtor. In response, counsels on behalf of the respondents sought time to file reply to the IA 3436 of 2022.
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Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

**Vijaykumar V. Iyer v.
Kishore Biyani and others**

**[IA 3463 of 2022 & IA 237
of 2023] – Cont’d**

- The Bench took note of the submissions of the parties and was pleased to issue notice in the matter. The Bench further directed the Respondents to file a reply within 2 weeks. Accordingly, the matter has been adjourned to 12th December 2022. Further matter had been adjourned to 21st December 2022 due to paucity of time. The matter was listed for hearing 09th January 2023, wherein it was adjourned to 7th February 2023 due to paucity of time. On 7th February 2023, the matter could not be taken up since the regular bench was not presiding, Accordingly, the matter has been adjourned to 21st February 2023. Kishore Biyani has also filed an IA 237 of 2023 seeking dismissal of the main IA 3463 of 2022, on the ground that Kishore Biyani has provided all information available with him. RP has filed a Reply to the IA seeking dismissal on 7th February 2023, which has also been adjourned to 21st February 2023. The RP has also filed rejoinders to the replies filed by the Respondent.
- On 21st Feb 2023, the Counsel for the promoters submitted that the promoters/directors had provided all information available with them and therefore the Section 19 Application could be disposed of. If any further information/details were required, the promoters/directors would cooperate and assist the RP. The RP counsel submitted that the promoters had addressed a letter to the RP on 18th February, 2023 providing several IT data credentials, among other information. The RP team was in the process of reviewing the same and would get back with information/documents still pending from the directors/promoters. It was also highlighted that since the data was stored in several places and system in such a complicated manner, the RP team was taking considerable amount of time to evaluate and process the same. Accordingly, it was requested that the matter may be adjourned by a period of 3-4 weeks. The Counsels/Advocates for the independent directors also stated that since they had largely resigned prior to commencement of CIRP, their role was limited in the present Section 19 Application. The Bench took note of submissions of all parties and adjourned the matter to 21st March 2023.
- On 21st March 2023, the RP counsel apprised the Bench that the SAP credentials received were incorrect and therefore more time was required to process the information received on 18th February 2023. The counsel for the respondents sought dismissal of the application, stating that they had provided all available information and nothing further remained in the present proceedings. The Bench was pleased to adjourn the matter to 11th April 2023 at the request of the RP counsel.
- On 11th April 2023, the RP Counsel informed that an additional affidavit, describing the information yet to be received from the Respondents, has been filed by the RP including details of SAP credentials, etc. The Bench noted the submissions of the parties and suggested that the RP should share a comprehensive list of pending information with the Respondents, so that the Respondents can provide a detailed response to the same. The Bench also was pleased to issue notice to SAP.
- On the next date of hearing i.e. 20th April 2023,, the counsel for SAP entered appearance and informed that SAP did not have access to the FRL system/infrastructure, and SAP would only be able to provide a permanent license for a short period to the RP Team, for it to be able access the data tapes in the possession of RP. Further, SAP as a policy did not have access to the SAP superuser credentials of any of its customers, including FRL.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

<p>Vijaykumar V. Iyer v. Kishore Biyani and others</p> <p>[IA 3463 of 2022 & IA 237 of 2023] – Cont’d</p>	<ul style="list-style-type: none"> • After brief deliberations, the Bench directed SAP to provide the access to download the permanent license to the RP team at the earliest and indicated that the matter may be adjourned by a few days to enable the RP to receive the SAP license and take further steps in downloading the SAP Application and retrieving the data of FRL available in data tapes. The matter was accordingly adjourned to 24 April 2023. However, on 24 April 2023, it could not be heard due to paucity of time and has been adjourned to 16 May 2023. • On 16th May 2023, the Hon’ble Tribunal, In view of the grant of SAP access to the RP, disposed of the applications, granting the RP liberty to file a fresh application under Section 19(2).
<p>M/s Mysaiah Associates v. Vijaykumar V. Iyer</p> <p>[IA 3281 of 2023]</p>	<ul style="list-style-type: none"> • The Application has been filed seeking vacation of subject premises and other incidental reliefs. The matter was listed on 31st July 2023. The Counsel of the RP indicated the premises were inaccessible, the landlord was not cooperating. Further, inventory/valuation could not be completed and there was severe value deterioration of the assets. The Court directed both parties to visit and conduct inventory exercise within 2 weeks. The matter was adjourned to 21st August 2023. The Counsel of the RP undertook to vacate the premises and accordingly the matter has been adjourned to 4th October 2023. On 4th October 2023, the bench was intimated about compliance of order dated 31st July 2023 and , the RP Team had vacated the premises on 14th September 2023. The counsel for applicant indicated that vacation of premises was completed but handover formalities were not yet completed. Hence, the matter was adjourned to 20th October 2023. On 20th October 2023, appearing counsels sought time to file an additional affidavit to bring on record facts relating to the inaccessibility of the subject premises and treatment of CIRP costs. The Bench noted submissions and was pleased to direct RP to file an additional affidavit. Accordingly, the matter has been adjourned to 11th December 2023.
<p>Tkt Exteriors Private Limited</p> <p>[IA 4509 of 2023]</p>	<ul style="list-style-type: none"> • The present is an application filed for condonation of delay, in filing the claim by the applicant. The matter was listed on 13th September 2023 and has been adjourned to 11th October 2023. On 11th October 2023, counsel for applicant sought time to file a reply. Accordingly, the matter has been adjourned to 9th November 2023.

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Hon’ble NCLT, Mumbai

Application filed under section 66(2) - Vijaykumar V. Iyer v. Kishore Biyani & Ors. [IA 3319 of 2023]

Dates	Description
4 th March 2023	<ul style="list-style-type: none">• Post commencement of the CIRP, the RP noted the following actions/ inactions of the erstwhile management inspite of the fact that they knew or ought to have known that there was no reasonable prospect of avoiding the commencement of corporate insolvency resolution process against the Corporate Debtor:<ul style="list-style-type: none">• Failure to protect / store the data/information pertaining to of the Corporate Debtor• Failure to maintain the Fixed Assets Register of the Corporate Debtor• Failure to maintain and provide the balance sheets of the Corporate Debtor• Failure to segregate data of the Corporate Debtor from that of its subsidiaries/sister concerns for the period prior to 2018• Change of the registered office of the Corporate Debtor immediately prior to the commencement of the CIRP. There was not a single employee, physical document or IT hardware systems or devices at the new registered office• Attempt to migrate the entire data from the existing systems to a new system without maintaining a functional system• The laptops of the erstwhile employees of the Corporate Debtor handed over to the RP without any data/information of the Corporate Debtor• The details of the complete inventory lying at the stores/ warehouses of the Corporate Debtor till date was not shared with the RP• Failure to renew the insurance of the fixed assets and inventories• No efforts were taken by the erstwhile management to safeguard the data/information in possession of employees despite full knowledge that they may resign from their services• Failed to comply with statutory requirements and non-timely update of critical information to various stakeholders.• The RP noted that the erstwhile management through various inactions, in close proximity to the insolvency commencement date, have inter alia deprived the Corporate Debtor of its valuable assets and information, which has rendered the entire CIRP extremely challenging and reducing the interest of prospective resolution applicants on account of lack of adequate information, thereby causing losses to the creditors.
4 th March 2023	<ul style="list-style-type: none">• Despite various meetings, requests and reminders, the erstwhile management did not provide substantial details/information of the Corporate Debtor, as sought for by the RP.• Further, substantial information/data sought for by the RP is pending to be provided.• In respect of Section 66(2) of the Code, the RP issued show cause notices, dated November 02, 2022 and November 30, 2022, to the erstwhile management of the Corporate Debtor who were then in control of the Corporate Debtor immediately prior to the insolvency commencement date.• Thereafter, upon considering materials as made available to the RP, and basis limited information available, the estimated potential loss caused to the creditors of the Corporate Debtor was quantified to c. INR 14,809.44 crores.• On March 4, 2023, the RP filed an Application under section 66(2) before NCLT post determination of potential loss

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Application filed under section 66(2) - Vijaykumar V. Iyer v. Kishore Biyani & Ors. [IA 3319 of 2023]

Dates	Description
23 rd August 2023	<ul style="list-style-type: none"> Reply filed by Mr. Rahul Garg i.e., Respondent No. 8. The reply is uploaded on VDR for perusal of CoC members.
2 nd August 2023	<ul style="list-style-type: none"> The matter was listed on 2nd August 2023, wherein certain respondents sought time to file a reply. The matter was adjourned to 25th August 2023. The additional Affidavit was filed to place on record additional facts that have occurred / been discovered after filing of this Application and are critical for the adjudication of the Application which are as follows: <ul style="list-style-type: none"> The RP was informed by the IT Consultant, that there is no means to retrieve the data/information provided in the 2 data tapes by the erstwhile management to the RP, and which has now been also verified by SAP to be corrupt. It is evident that the erstwhile management took no steps to protect the data/ information of the Corporate Debtor appropriately and, on the contrary, seem to have purposely provided corrupt data/information to the RP, which cannot be extracted/ read After filing of Section 66(2) Application, the Transaction Review Auditor submitted its supplementary transaction audit report dated 29 May 2023 wherein the TRA has highlighted certain transactions undertaken by the Corporate Debtor which it has opined to be squarely covered under the purview of Section 66(2) of the Code
25 th August 2023	<ul style="list-style-type: none"> Thereafter, last and final opportunity has been granted to the respondents to file their reply and the matter has been adjourned to 11th October 2023.
11 th October 2023	<ul style="list-style-type: none"> Counsels for RP tendered the order dated 25th August 2023, whereby the Respondents were given a last chance to file a reply. Counsel appearing for the Respondent Nos. 2, 5, 7 indicated that replies on behalf of his clients were ready and the same had to be affirmed and would be filed shortly. The Bench orally observed as by way of a last chance the Respondents were being given time to file a reply. Accordingly, the matter has been adjourned to 9th November 2023.
19 th October 2023	<ul style="list-style-type: none"> On 19th October 2023, reply on behalf of Respondent No.1 i.e., Mr. Kishore Biyani, was served upon RP. Mr. Biyani has alleged that the application filed by the RP under Section 66(2) (“Application”) is baseless and frivolous. The RP has failed to carry out his statutory duties and has thwarted the progress of CIRP. The RP’s targeted approach against the erstwhile management for acts done in the ordinary course of business should not be condoned. Mr. Biyani highlighted that the erstwhile management of FRL did everything in its power to retain the data and information of FRL despite FRL being a victim of extraordinary circumstances and has suffered due to unwarranted actions and inactions of third parties. The RP attempted to extract the data in a non-compliant manner which itself would have caused risk to the data stores in the tapes. Any error which may have occurred either in storage or restoration is only attributable to the RP. Mr. Biyani highlighted facts about the scheme with Reliance and how the same was not approved by secured lenders. Multiple requests were made to lenders for additional credit facilities and moratorium on principle/ interest payment on loans

Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Application filed under section 66(2) - Vijaykumar V. Iyer v. Kishore Biyani & Ors. [IA 3319 of 2023]

Dates	Description
19 th October 2023 – Cont’d	<ul style="list-style-type: none"> Respondent has made certain contentions including, amongst others, as below; <p><i>“7... has provided all data and information to the applicant which was in their control and in the format available to them or as they could receive from any other source....”</i></p> <p><i>“15. The Earlier Management raised multiple requests with the lenders for releasing additional credit facilities in order to provide liquidity support to the Corporate Debtor, during the Covid 19 pandemic when the Corporate Debtor was going through extreme financial distress but Corporate Debtor was not provided with any support. Further, significant value of credit facilities that were within sanctioned limits were also not disbursed when the Corporate Debtor was going through this unprecedented financial crisis.”</i></p> <p><i>“21.4 However, the third party vendors started disrupting the IT services of the Corporate Debtor on account of non-payment of dues. The same was brought about on account of the complete and rigid freeze placed by the creditors of the Corporate Debtor on its bank accounts. Despite several entreaties, the lenders failed to even release payments towards necessary and day-to-day expenses which required to be disbursed for the Corporate Debtor. ”</i></p> <p><i>“28. (i) c. ...It is critical to note that the non-payment was occasioned by the lenders of the Corporate Debtor by way of a total bank account freeze....</i></p> <p><i>(vi) a. ...Further, the Corporate Debtor took adequate care and caution to ensure migration from SAP to data tapes, which was only necessitated in view of the Corporate Debtor being unable to disburse payments to SAP, which in turn was caused by the lenders of the Corporate Debtor putting a complete and paralytic freeze on the Corporate Debtor's bank accounts...</i></p> <p><i>(xi)b. Due disclosures had been made as legally required and as per prevailing policy, and disclosure of day-to-day operations was not mandated nor required...”</i></p> The reply is uploaded on VDR for perusal of CoC members.

Update on Transaction Review Audit

Supplementary Transaction Audit Report- 2	<ul style="list-style-type: none"> In addition to the Transaction Audit Report dated 21st March 2023 and Supplementary Transaction Audit Report dated 29th May 2023, the TRA has submitted the Supplementary Transaction Audit Report - 2 dated 14th October 2023. The same has been uploaded on the Virtual Data Room for the reference of CoC members. Further, basis the Supplementary Transaction Audit Report-2, the RP has formed an opinion with respect to a transaction mentioned therein and is in the process of filing an application for fraudulent transaction under Section 66(1) of the Code.
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Before the Hon’ble Debt Recovery Tribunal

Canara Bank v. Kishore Biyani & Ors. [OA 33 of 2023]	<ul style="list-style-type: none"> An original application has been filed against Kishore Biyani and others. FRL/RP has been arrayed as Respondent No. 3. No reliefs have been claimed against FRL. The RP has preferred a stay application and by Order dated 11th September 2023, the Court was pleased to direct that since no reliefs are claimed against the RP, the RP need not be part of the present proceedings.
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Update on legal matters concerning Future Retail Limited (“FRL”/“Corporate Debtor”)

Before the Metropolitan Magistrate

Court of Chief Metropolitan Magistrate Bhoiwada, Mumbai Shinhan Bank v. Future Retail Limited	<ul style="list-style-type: none">• A case has been filed under the Negotiable Instruments Act. Several other Defendants have obtained stay from the Bombay High Court.• The RP has preferred a stay application in view on the ongoing moratorium under the Insolvency Code.• The matter was listed on 24th February 2023 and has been adjourned to 9th October 2023.• On 9th October 2023, the Court noted that there was a stay on proceedings against majority of the accused, due to varying reasons. Accordingly, the matter has been adjourned to 22nd January 2024.
Chief Metropolitan Magistrate, Esplanade Court, Mumbai Uco Bank v. FRL	<ul style="list-style-type: none">• On 05th June 2023, process was issued by the Magistrate and summons are likely to be served on FRL in due course. On 18th June 2023, the Ld. Magistrate was not presiding, therefore matter adjourned No summons have been issued to the Company yet in the matter and counsel for RP only observed the matter. The matter has been adjourned to 30th December 2023.



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ANNEX C

Meeting Minutes – Twenty-Fifth COC held on October 26, 2023

**FMinutes of the Twenty-Fifth Meeting of the Committee of
Creditors**

Meeting Date & Time: Thursday, October 26, 2023 from 11:30 AM to 2:00 PM IST

Venue: Via Audio – Visual means (Microsoft Teams)

Name of the Corporate Debtor: Future Retail Limited (“**Corporate Debtor**”, “**Company**”, “**FRL**”, “**CD**”)

List of Voting Matters: As per Appendix 1

Members Present:

A. Resolution Professional (“RP”): Mr. Vijaykumar V Iyer

B. The Financial Creditors (“CoC Members”, “CoC”, “Committee of Creditors”):

1. Bank of New York Mellon
2. Bank of Baroda
3. Union Bank of India
4. Central Bank of India
5. Bank of India
6. Punjab National Bank
7. Indian Bank
8. State Bank of India
9. Axis Trustee Services Limited

10. Centbank Financial Services Ltd - Canara Bank
11. UCO Bank
12. IDBI Bank
13. Axis Bank Limited
14. Bajaj Finance Limited
15. Indusind Bank
16. Canara Bank
17. Centbank Financial Services Ltd - Punjab National Bank
18. Vistra ITCL (India) Limited
19. Centbank Financial Services Ltd - Union Bank
20. JC Flowers Asset Reconstruction Private Limited
21. The Jammu & Kashmir Bank
22. Indian Overseas Bank
23. HDFC Bank
24. DBS India Bank Limited
25. Qatar National Bank (QPSC)
26. Barclays Bank PLC
27. Kotak Mahindra Bank Limited
28. RBL Bank Ltd
29. Shinhan Bank
30. Punjab & Sindh Bank
31. Bank of Maharashtra

List of members present on behalf of each Financial Creditor is included in Annexure 1

C. Team from Deloitte India Insolvency Professionals LLP (“Deloitte India IPE” or DIIPLLP”) / “RP team”) including, particularly:

1. Mr. Rajiv Chandak
2. Mr. Kaustubh Mittal
3. Mr. Raghav Soni
4. Mr. Chirayu Agarwal
5. Mr. Ashish Sharma
6. Mr. Ayush Nangia

D. Other Attendees:

1. Shardul Amarchand Mangaldas & Co. – Legal Advisors to the RP (“**SAM**” or “**SAM team**”):
 - a) Mr. Anoop Rawat
 - b) Mr. Saurav Panda
 - c) Ms. Mohana Nijhawan
 - d) Mr. Vishrut Kansal
2. Saraf and Partners - Legal Counsel of the Committee of Creditors (“**S&P**”):
 - a) Mr. Bikash Jhavar
 - b) Mr. Nikhil Shahi

3. Alvarez and Marsal – Process Advisors to the CoC (“**A&M**”)
 - a) Mr. Harkamal Ghuman
 - b) Mr. Yashvardhan Agrawal
 - c) Mr. Arpit Singhal

4. Directors of the Corporate Debtor:
 - a) Mr. Sanjay Rathi – authorized representative of Mr. Kishore Biyani

Agenda 1 – The Resolution Professional (“RP”) to take the Chair

The Twenty-Fifth Meeting of the Committee of Creditors (“CoC”) of Future Retail Limited was called to order by Mr. Vijaykumar V Iyer, Resolution Professional (“RP”). The RP acknowledged the presence of the representatives of the Financial Creditors attending the meeting through video and audio conference on a virtual meeting platform (For list of attendees representing various financial creditors, refer **Annexure 1**). Further, the RP acknowledged the presence of the representatives of SAM as legal advisors to the RP, representatives of Saraf & Partners as legal counsel of the CoC, representatives of Alvarez & Marsal as process advisor to the CoC, authorized representative of Director Mr. Kishore Biyani and the representatives from Deloitte India IPE, providing support services to the RP.

The RP acknowledged and thanked all members and participants for joining the meeting and briefed the items on the agenda to be discussed during the meeting.

The RP reiterated that the proceedings of the meetings of the CoC were strictly confidential and all the CoC members and participants were requested to respect and maintain the confidentiality of all information relating to the Corporate Debtor and/or the Corporate Insolvency Resolution Process (“CIRP”) of the Corporate Debtor, including without limitation, the matters discussed in the present meeting of the CoC.

Agenda 2 – To take roll call and determine requisite quorum and determine mode of participation.

The RP established the meeting to be quorate, based on the attendance of the financial creditors (31 in number constituting 97.56% of the total debt of Financial Creditors and voting share; details in Annexure 1), through audio and video conference.

The RP briefed the members that as per the voting results of September 30, 2023, the resolution plan of Space Mantra Pvt. Ltd. ("Resolution Applicant"), which was found compliant by RP as well as feasible & viable by CoC and was therefore placed for consideration of CoC, has not been approved by requisite voting. Thereafter, the RP has been in receipt of written and verbal correspondences from certain CoC members requesting the RP for deliberation on next steps, including by way of completing valuation of inventory at warehouses of Future Supply Chain which had become recently accessible, further engagement with the Resolution Applicant as well as discussions amongst the CoC members w.r.t the potential options on the way forward in the CIRP of the Corporate Debtor that may be considered in preference to liquidation of the Corporate Debtor. Further, the Resolution Applicant had also sent an email to the RP seeking an opportunity to revise its bid basis any additional information as available. Considering the same, the RP and RP team had been working on collating the required information on the above and has then called this CoC meeting to enable the CoC assess potential options and to finalize the way forward including proceeding with liquidation of the Corporate Debtor as a logical conclusion given current status of the process.

Agenda 3 – To take on record the minutes of Twenty Fourth meeting of CoC held on September 30, 2023.

The RP apprised CoC members that minutes of Twenty Fourth Meeting of the CoC held on September 30, 2023 had been circulated to members and the same were duly taken on record. The RP also tabled the summary of claims as on October 20, 2023. The limited change in the list of creditors of operational creditors was pursuant to the directions of NCLT condoning delay in filing of claim by a claimant.

Agenda 4: Update on CIRP process viz. sale of inventory, valuation of assets at the Future Supply Chain Solutions Limited warehouses, etc.

The RP updated the CoC members on the discussions that were undertaken during the 24th CoC

meeting with respect to sale of inventory depending upon the outcome of voting on the resolution plan of the Resolution Applicant. The proposition was to sell the inventory located at stores accessible to the Corporate Debtor and warehouses (where inventory of accessible vacated stores was moved), with an intention to try and reduce the CIRP costs to the extent possible as well as limit the deterioration of the inventory to preserve value, in the event that the resolution plan of the Resolution Applicant was not approved.

The RP also highlighted that in the past though such sale of inventory was happening from operational stores as part of day to day operations, however, given that there were only 2-3 operational stores and the CIRP costs towards storing and preserving the value of inventory at non-operational but accessible stores and other warehouses were piling up, the intent was to try and reduce the CIRP costs to the extent possible as well as limit the deterioration of the inventory to preserve value. CoC members had also earlier in the CIRP enquired and advised the RP to try and sell inventory across locations. Such a proposal could not be pursued at that time due to various reasons including unfavorable view of the CoC towards proposal from a third party towards facilitating such monetisation of Corporate Debtor's inventory across various locations during initial stage of the CIRP, limited support of landlords, invalid GST registration restricting movement of inventory, advise of the CoC/ its process advisors to continue occupancy of leased stores with a view to enhance interest of potential resolution applicants in the Corporate Debtor, and the ongoing discussions / negotiations with the Resolution Applicant and related provisions in the resolution plan submitted.

The RP further informed that members of the CoC have in the last few days, after RP published invitation inviting interest from potential buyers to bid for inventory at such limited locations (in line with the discussion on this agenda in last CoC meeting conducted on 30 September 2023), have expressed their reservations on the sale of inventory. The RP has thereafter cancelled the sale process by way of publishing a notice on the website of the Corporate Debtor and also updated the same with a more expressed language of withdrawal of the process as well. The RP explained that the RP and RP team have always chosen to adhere to inputs/ directions of the CoC

and do not undertake any action that does not have concurrence of the CoC. The RP also communicated that any further steps with respect to any sale of inventory would be only with due concurrence of the CoC. The RP also requested CoC to remain mindful that, Corporate Debtor continues to face severe non availability of funds to meet even critical operational expenses and CIRP costs.

Thereafter, the RP and RP team provided updates on CIRP process:

1. **Update on the Resolution process** – The RP team informed the members that via email dated October 1, 2023, the CoC members were updated of the outcome of the voting on approval of resolution plan of Resolution Applicant put forth before the CoC and that it was not approved by requisite majority of CoC. Thereafter, apart from other members of the CoC verbally expressing their views to explore options other than the obvious liquidation, two CoC members, viz. Axis Bank and BFAM Asian Opportunities Master Fund, LP (member of the bond holder) had specifically written to the RP w.r.t exploring further options including completion of valuation of assets at the premises that had become accessible and engaging with the Resolution Applicant on a potential revision to the plan.

The RP and RP team further updated the members that an email had been received from the Resolution Applicant wherein the Resolution Applicant had expressed willingness to engage further with CoC on its proposal basis any additional information and the RP's response on his inability to engage further since the Resolution Applicant's resolution plan had not been approved and any decision on any further engagement would be with the CoC in its commercial wisdom. The communication from and with the Resolution Applicant had duly been shared with members of the CoC and their advisors.

The RP and RP team apprised the CoC members that an email communication was received from another prospective resolution applicant - Palguntech LLC, who had suggested the replacement of current CEO of Future Retail Limited with the promoter of

Palguntech LLC, seeking consideration of its resolution plan by CoC and that the same had also been addressed to the CoC's process advisors.

2. **Sale of Inventory** - The RP team communicated to the members that in line with the discussions held in 24th CoC meeting held on 30 September 2023, and pursuant to rejection of resolution plan of Space Mantra by CoC, the RP had published a newspaper advertisement inviting interest from potential buyers for purchase of inventory lying at accessible stores and warehouses (wherein inventory from vacated stores had been moved) to reduce accrual of CIRP cost and to preserve value of assets. The public announcement for sale of inventory of the Company was published on October 17, 2023. Objections to this announcement and proposed sale were communicated by certain members of the CoC. And the process had subsequently been withdrawn and notice published on the website of the Corporate Debtor..

3. **Physical verification and valuation of Assets of FRL at Future Supply and Solution Limited warehouses** – The RP team informed the members that a communication was received from the RP of Future Supply and Solution Limited ("FSC") intimating of access becoming available to 22 warehouses out of about 34 such warehouses of FSC where inventory of FRL were lying. The two registered valuers appointed by the RP were thereafter requested to initiate the physical verification and valuation of assets of FRL at these warehouses during August 2023. The valuers had requested for listing of inventory lying at the warehouses which were further requested by RP from FSC (communication addressed to RP of FSC), however, RP of FSC has stated that the same is not available with them.

Thereafter, the two existing valuers have expressed their concern on incurring additional efforts and costs towards visiting these premises to undertake physical verification/ listing of assets and their valuation post-issuance of the final valuation report and have

requested for additional fee to be paid for such exercise given the understanding that their work under the engagement had been completed with issuance of their reports.

The RP and RP team highlighted that recently, a discussion of the valuers was also organized with the applicant bank - Bank of India to influence them to undertake the visits and valuation, and further to the valuers insistence of new working order and additional fee for the work and basis discussions with representatives from Bank of India, the RP team has sought quotes from the existing valuers and other valuers for undertaking the physical verification and valuation exercise at these FSC warehouses. The quotes received were summarized, as presented in the presentation deck (copy attached again with these minutes). .

4. **Liquidation application:** The RP and RP team informed the CoC members that, in parallel, the application for liquidation of the Corporate Debtor had also been drafted and also shared with legal counsel of CoC for their inputs on 19 October 2023 and upon receipt of inputs and basis CoC's decision, application shall be filed before NCLT.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
Indian Bank	Regarding the valuation of assets of FRL at FSC warehouses, whether these warehouses part of scope of valuation?	RP and RP Team: All the locations of FRL, including third party warehouses (including FSC and Reliance warehouses), were part of locations which were to be covered by the valuers. However, since access to certain sites was not available earlier, the same were not covered by the two

		<p>valuers in the valuation. The valuers have now indicated that since they have concluded the valuation process and submitted their report, continuing with such exercise may become a never ending engagement for them if new premises keep on becoming accessible and hence they have asked for additional fees. Otherwise, it was originally part of their scope of work.</p>
	<p>Whether we have reduced their fees in earlier occasion, in situation where they have not visited all the locations?</p>	<p>RP and RP Team: While there was a capping on their fees, the fee was also linked to the number of premises and warehouses actually covered during the valuation. Actual fee payable has accordingly been calculated per terms of the engagement.</p>
Central Bank	<p>How many warehouses have been made accessible?</p>	<p>RP and RP Team: We were given to understand that inventory of FRL is lying at 34 warehouses of FSC. As of now, the RP of FSC has indicated that the access is available for 22 stores.</p>
Indian Bank	<p>So, suppose if the company goes into Liquidation, will liquidator</p>	<p>SAM Team: Insofar Liquidation process is concerned, the</p>

	undertake the valuation exercise again?	liquidator does make an assessment of what all constitutes the liquidation estate. As per Regulation 35 of the Liquidation Process Regulations, the liquidator may consider the average of the estimates of the values which have been arrived at during the CIR process itself, and in other cases or if the Liquidator is of the opinion that the fresh valuation is required under the circumstances, then liquidator may consider undertaking a new valuation exercise.
BOB	It was mentioned that the valuation fees was linked to number of stores and warehouses that were being valued. This will just increase the number of warehouses, so why are they now quoting separately for the additional number of warehouses that are being made accessible now?	RP and RP Team: Ideally these warehouses should have been covered within the capped fee quote. The valuers are stating that they have completed the valuation exercise and they have already spent significant time visiting all these location and they've had to revisit many of the locations as and when the locations were becoming accessible. They have essentially indicated that they have already incurred a significant cost in completing the current exercise

		and since they've completed the valuation report, they are requesting this work be considered as an additional scope and at a separate fee (beyond the capped fee).
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Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
Indian Bank	Regarding the advertisement for sale of inventory which has been withdrawn, you mentioned that the same has been withdrawn basis the request of CoC member. No permission was taken from CoC member, so is it legally correct to say that CoC member have requested for withdrawal?	RP and RP Team: As mentioned, it has been our understanding that the sale of inventory is in the normal course of business as been undertaken at stores operational during CIRP and such sale duly being reported to CoC on regular basis in the meetings, which the RP is allowed to undertake. RP is to continue the operations of the Corporate Debtor as a going concern, and to preserve the value of the assets. As part of their day to day operations, corporate debtors usually undertake sale of their inventories (where corporate debtors are in such businesses), which has also happened in case of FRL albeit in context of operational

		<p>stores only as of yet. The proposal for the sale of inventory based on outcome of CoC's voting on the resolution plan was also discussed in the 24th CoC meeting and accordingly initiated thereafter. Further, during various CoC meetings, several CoC members have enquired and advised monetization of inventory which however could not be pursued due to various limitation as explained earlier in this meeting. Hence the intent was to sell the inventory to limit further accrual of CIRP cost to the extent possible and prevent value deterioration. The sale of inventory was proposed on as is where is basis, and as a matter of going concern for the Corporate Debtor. This was also duly discussed and minuted in the last CoC meeting and accordingly initiated. No CoC member had raised any issue with the proposal during the meeting and the resolution plan of Space Mantra had stood not approved by the CoC. In any case, basis the</p>
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		<p>objections received from certain members of the CoC post publication of public announcement, the RP has thereafter withdrawn the sale process by way of publishing a notice on the website of the Corporate Debtor. This was also apprised to the CoC.</p>
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Agenda 5: To consider and discuss way forward on insolvency resolution / liquidation of the Corporate Debtor

The RP requested for guidance from the CoC Members on the next steps in the resolution process of the Corporate Debtor. The RP summarized that the next steps for the CoC could either be to try and explore options other than liquidation which would require an extension of the CIRP with an explicit approval of the CoC to seek the directions of the NCLT with a request for further time to continue the resolution process while being mindful of the cost that would continue to incur on a daily basis as CIRP cost. During this period, the CoC could consider the valuation of FRL inventory at the FSC warehouses made accessible recently and hold discussions with the Resolution Applicant to seek further improvement in the resolution plan. Another option would be, considering that the plan is not approved by requisite majority, to proceed with liquidation of the Corporate Debtor. The RP sought guidance from the CoC members on these and any other option that may be pursued.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
BOI	We would like to seek the opinion of the legal counsels on whether renegotiation with the RA is possible after the end of the CIRP period.	<p>S&P: The option is available if the CoC approves and subject to approval by NCLT. The law does not provide for such an eventuality specifically but we understand there have been multiple cases where the NCLT does indulge in the interest of resolution.</p> <p>SAM Team: Even under liquidation, efforts are to be made for the sale of the company as a going concern. Therefore, if there could be a potential resolution of the Corporate Debtor as a whole, seeking further time for CIRP can be considered by CoC in its wisdom. There have been precedents where NCLT has considered giving additional time on account of complications or litigations affecting the completion of the process. If CoC does want to explore the option of resolution, then definitely an application can be filed before NCLT seeking</p>

		additional time as per the decision of the CoC.
RP Team	If this is something the CoC wishes to do, then while the application is filed and approval for the same is sought, in the interest of time, can negotiations be carried out or do we need to wait for NCLT's response before we carry out any such process?	<p>S&P: Once the extension application has been filed, then discussion in the meantime can happen which will remain subject to NCLT order. If an application for liquidation has been filed, then obviously no discussion can happen.</p> <p>SAM Team: Whenever you undertake any negotiations with the resolution applicant, all of it will have to be with the caveat that it is all subject to the necessary extension / exclusions to be provided by the NCLT. In parallel, if the CoC decides, then an application can be filed immediately. If the CoC decides to liquidate, then we cannot have such discussions.</p>

Representative from State Bank of India stated that the CoC has tried to find resolution with multiple possibilities however the CoC Members have rejected the available plan. Further, significant time has elapsed since rejection of the plan by the CoC. Therefore, a liquidation application should be filed and once it is filed, the CoC may try to resolve the asset through during liquidation.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
Jammu and Kashmir Bank	Are there any significant/pressing developments that have taken place recently which compel the CoC to once again look at this or shall we continue to liquidation?	RP and RP Team: One of the developments is that access being made available to 22 FSC warehouses where inventory of FRL is lying. The valuers were asked to conduct valuation exercise and their position seeking additional fee has been updated to the CoC. This is something that the CoC may wish to consider additionally to understand if there can be any improvement in plan basis this. RA has also issued one email in this regard, which has been apprised to the CoC. It is upto the CoC to decide on way forward.

Indian Bank suggested filing for liquidation. SBI representative mentioned that if negotiations are done again with the existing RA and if going forward, the amount remains low or the RA does not provide relevant information on the source of funds, or fails to provide desirable comfort to the FCs, it would continue to remain amongst reasons for rejection of the plan once again. Thereafter, the SBI representative suggested to proceed with liquidation stating that the RA can always participate in the liquidation process.

RBL bank suggested details of FRL inventory at the 22 FSC warehouses which have recently become accessible be compiled and custody of those assets taken. It was explained that details

are not available with FRL and have not been provided by FSC. Therefore, the same can be compiled if the COC considers the request for additional fee from the existing or any other valuers.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
Barclays	<p>What happens to the unpaid CIRP cost of a failed CIRP after it proceeds to Liquidation?</p> <p>Are CIRP cost and liquidation cost at par during liquidation or there is any change in priority?</p> <p>Would the resolution for contribution in the event of shortfall form part of liquidation process?</p>	<p>SAM Team: All the unpaid CIRP cost needs to be carried forward since there is no concept of reversal of CIRP cost if the process fails. Further this amount shall be paid in priority and this CIRP cost shall be accrued up to the date of passing of liquidation order. Further, the liquidation costs will need to be incurred for which resolutions shall be introduced. CIRP cost and liquidation cost are to be paid out in priority to other dues. The said resolutions shall also include the contribution requirement by the CoC members in the event of shortfall of amounts that are available in paying the priority costs.</p> <p>Both CIRP and Liquidation costs are at par and have same priority.</p> <p>The resolution as mentioned</p>

		above for shortfall shall be a part of liquidation process and shall have to be considered now, as the law states that the CoC members should ensure that enough liquidity is available to pay off the priority costs.
Barclays	If there is a situation where one FC is a participant in the CIRP and is not a participant in the liquidation, suppose he has not filed his claim in liquidation process, so how would this thing proceed in terms of pro rata share?	SAM Team: Such a situation will not change anything since the agenda is to be resolved now and it becomes binding on all financial creditors irrespective of whether they file claim in liquidation or not.
Barclays	To the extent of CIRP cost, the above point is understood. If subsequently, the liquidation costs come in and that particular FC is not part of the liquidation process will those liquidation costs accrue to him?	<p>SAM Team: The gap in liquidity also needs to be estimated today and CoC will have to resolve that it will be contributed, and that resolution is binding on all financial creditors.</p> <p>Otherwise in all those cases where the liquidation will have negative realization, then everybody will stay away from filing their claims.</p>

The Axis bank representative put forward their view of exploring possibility of the renegotiation route with RA basis the above discussion if the revised resolution amount increases and aligns with the revised valuation.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
IDBI	What is the current CIRP cost accrual per month given all the stores are closed?	RP and RP Team: The monthly CIRP cost is estimated to be INR 6.50 crores to INR 7 crores accruing towards the accessible stores and approx. INR 11 crores towards the inaccessible stores and employees who were not required to work during the CIRP (which is currently not included in CIRP costs and an application filed with NCLT of which written order is awaited), with the monthly estimated cost potentially adding up to approx. INR 18 crores.

SBI representative added that if we continue the process for 3 to 4 months, the CIRP cost will keep on increasing and accumulating and there is no certainty on the outcome at the end of 3 to 4 months and if later we decide to go for Liquidation, this will lead to substantial delay again leading to higher CIRP cost.

BOI representative added that in addition to the Resolution Plan last submitted by the RA, the only change is access to these 22 FSC locations. Even if the CoC decides to undertake valuation at 22 FSC warehouses and renegotiates with RA, it will require two months for the valuation exercise and further 1-2 months for negotiations with RA followed by further 2 to 3 months for the voting on the new plan by the lenders. Accordingly, the cost of these additional 6 months will amount to approx. INR 60 to INR 70 crores at the current rate of INR 10 crores per month. The

BOI representative then suggested to proceed with Liquidation. They also stated that the CoC may consider the valuation of assets at these 22 FSC locations which are now accessible, however, renegotiation with the RA should not be considered.

SBI representative highlighted that rejection of the plan was not solely based on the amount which the RA was offering. There are certain inherent risks and issues which the RA might not be able to resolve in a short period of time. SBI concurred with views of BOI and highlighted that it would definitely take significant time and one does not know the outcome at the end of 3 to 4 months.

Thereafter, the RP summarized that the cumulative view of members of the CoC is to go ahead with liquidation of the Corporate Debtor.

Agenda 6: To deliberate, discuss and make a best estimate of the

- (a) Amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and**
- (b) Value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations).**

To consider and discuss a plan providing for contribution for meeting the difference between the two values (arrived under Regulation 39B of the CIRP Regulations) in the event the estimated value of the liquid assets under Regulation 39B(2) of the CIRP Regulations is less than the estimated liquidation costs under Regulation 39B(1)

(The below estimates of the liquidation cost have been updated basis the discussion during the CoC meeting. The same have also been updated in the agenda note which is circulated along with the minutes of the meeting.)

The RP and RP team facilitated the discussion on the matters to be taken under consideration in

case of liquidation. The RP and RP team added that in terms of the various discussion matters, one of them is to estimate the amount which may be required to be contributed in case the value of the liquid assets of the Company is less than the cost of the liquidation.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
BOB	This assumption has been considered for how many months?	RP Team: There are two types of costs - one is the 'process cost' and the other is the 'business cost'. For business cost, we have considered a reducing amount of cost to be incurred assuming that store will be vacated as and when assets are sold over a period of 6-9 months. Basis that assumption this working has been presented to the CoC.
Indian Bank	With regards to the fees payable to the liquidator, will there be a requirement for renegotiation?	RP Team: The fees payable to liquidator has not been considered here in the estimates presented. We have looked at the cost of running the Company or meeting the expenses being incurred by the Company. The liquidation process cost will be in addition to these estimates.
BOB	Has RP team not considered lease rental costs etc. in these assumptions?	RP Team: We have considered the lease rentals. Assumption made is that this cost will reduce and all the stores will be vacated over a period of six months and the assets will be sold. So, we have assumed a reduction in costs over period

	<p>And how were these calculated as they appeared to be lower as compared to present expenses. At present it is approximately INR 8 to 9 crore. How could it reduce so drastically as compared to the cost being incurred at present?</p>	<p>of 6-9 months.</p> <p>RP Team: The costs have been assumed on a reducing basis on the assumption that every month certain store will be vacated and therefore the cost will go down.</p> <p>RP Team: This is an aggressive estimate of the liquidation costs and a more conservative approach may also be required because the assumption that inventory will be sold and the stores will be vacated in 6-9 months may be considered as being a bit aggressive. So, multiply factors would then need to be included and which would requires a relook at this cost.</p> <p>SAM Team: There were certain landlords who have reached before Hon'ble NCLT for directions against RP to vacate their premises and there has to be a solution for disposal or otherwise, to answer this aspect before the Hon'ble NCLT.</p>
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Basis the discussion during the CoC meeting and the inputs received from the CoC members, the RP and RP team updated the estimated liquidation cost which was presented to the CoC members. It is summarized as below:

Scenario I: Considering Sale of Corporate Debtor as a going concern, followed by Sale of Assets on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Estimated Process Cost (incl. valuation and legal advisory)	(A)	17.45
2	Liquidator fees & IPE support fees	(B)	[]
3	Estimated Business Cost [incl. rent (including for related party premises), personnel, & other fixed costs)	(C)	61.37
4	Total Cost	(D)=(A+B+C)	78.82
	Add: Contingencies @10% of D	(E)	7.88
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	86.70 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(24.19)

Scenario II: Considering Sale of Assets of Corporate Debtor on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Total Estimated Process Cost (incl. valuation and legal advisory)	(A)	16.76
2	Liquidator fees & IPE support fees	(B)	[]
3	Total Estimated Business Cost	(C)	54.69
4	Total Cost	(D)=(A+B+C)	71.45
	Add: Contingencies @10% of D	(E)	7.14
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	78.59 + []
	Less: Liquid Assets	(G)	110.89

	Estimated Contribution required to meet Liquidation		
6	Cost	(H)=(F)-(G)	(32.30)

The RP and RP also highlighted the following considerations with respect to the estimated liquidation cost:

1. *This is excluding the fee payable to Liquidator and support fee to be paid to IPE supporting the Liquidator
2. It is possible that during liquidation when benefit of moratorium is not available and rent/ dues are not being paid regularly to landlords of accessible stores, some landlords may stop supporting and access to FRL assets may become difficult and value of liquid assets as estimated may reduce.
3. Business cost includes estimated cost towards Rent, CAM, electricity, etc. of accessible premises leased out from retaining related party premises as well
4. The cost estimate has been prepared assuming that a) high lease cost premises will be monetized / vacated first; b) asset liquidation and store/ warehouse vacation will require about 18 months
5. Liquid assets include cash balances and value of inventory verified at accessible stores and Reliance warehouses (where store inventory was moved by Reliance)
6. The outstanding CIRP cost as on October 31, 2023 is INR 117.81 Crs which is not included in the liquidation cost estimated above
7. The cost towards inaccessible stores is INR 7 Crs per month which is not considered in the above cost estimates
8. The cost of INR 4.41 Crs per month towards employees who were not required to work during CIRP have not been considered in the above cost estimates

Further, as discussed during the CoC meeting, the relevant changes were made in the agenda note presented for the meeting and the updated agenda note is circulated to the CoC members alongwith the minutes of the meeting.

Agenda 7: To examine whether to explore compromise or arrangement as referred to under sub - regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 (as per Regulation 39BA(1) and 39BA(2) of the CIRP Regulations)

Agenda 8: To consider, discuss and recommend whether the liquidator may first explore the sale of the Corporate Debtor as a going concern under clause (e) of Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33 of the Code, and, to identify and group the assets and liabilities, which according to the CoC's commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 (in case a recommendation is made by the CoC for sale as going concern)(as per Regulation 39C of the CIRP Regulations)

RP Team highlighted the next discussion point from liquidation perspective, whether to explore compromise or arrangement as referred to under sub-regulation (1) of Regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation) Regulation, 2016 (as per Regulation 39BA(1) and 39BA (2) of the CIRP Regulations) and next agenda item for CoC to consider, if the liquidator should first explore sale of company as a going concern or directly to consider liquidation of assets/ businesses.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
SBI	Initially for three months, we can consider liquidation on going concern basis right? Why shall we consider liquidation of assets on	RP and RP Team: This is the agenda for CoC's consideration.

	piecemeal basis?	
PNB	Whether we are able to sell it as a going concern? Do we have enough data like inventory list etc. are we in a position to provide such data to any third party interested to buy the company on going concern basis?	RP Team: We have provided information on inventory lying at 74 warehouses in control of Reliance and c.75 stores which were accessible to CD. The entire list has been made available to RA's and CoC members. Further the information in respect of inventory in these 22 FSC warehouses has not yet been compiled.

The RP sought S&P's guidance on whether the CoC members are required to pass the resolutions on liquidation, now or later.

S&P added that these resolutions were not mandatorily required to be passed at this point, but it is highly recommended that these get passed so that the CoC's intent specifically vis-à-vis Section 230 and vis-à-vis going concern explicitly noted and acted upon. Otherwise, the Hon'ble NCLT can intervene and determine these points which could lead to increased difficulty. Remaining points could be considered at later stage as per liquidation regulation.

SAM Team added that basis the regulations, these should be put up before CoC for voting and that the liquidation application can be filed after these resolutions have been voted upon by CoC.

SAM stated that if the objective is that an attempt should be made to sell the company as a going concern, we also need guidance on the necessary steps to be taken in the NCLT proceedings. This is because numerous landlords are persistently requesting vacation of stores in order to regain control of their premises. Up to this point, the RP hasn't been able to do so due to the ongoing

resolution process wherein the Resolution Applicant was seeking to restart business from these stores, absence of alternative warehousing facilities, financial constraints and the challenge of removing fixtures and fittings etc. Therefore, what guidance can be provided in this regard? It's essential to consider that whatever decision is made will directly impact the accumulation of CIRP costs as well.

RP team responded that in cases where the landlord has approached the NCLT seeking vacation of stores and wherein the NCLT has instructed the RP to vacate, and the RP has been complying by vacating those stores. The expenses associated with dismantling, transportation and warehousing for these instances are borne by the Company. However, given the financial constraints due to a growing number of such applications, there have been cases where we requested the NCLT to get the landlords to bear the costs involved in dismantling, transportation, and warehousing since the Company does not have the necessary funds. The NCLT, has decided that while the costs can be paid for by the landlords at the time of vacation, these costs would be considered as part of the CIRP costs and while the NCLT has requested landlords to temporarily bear these costs, it will be recovered as part of the CIRP costs. Simultaneously, we have engaged in discussions with some landlords who were willing to cover all these expenses, including dismantling, transportation, and warehousing, on their own. In many cases, we have taken assistance of these landlords to vacate the stores, preserving the assets while discontinuing rental and subsequent dismantling and warehousing costs while continuing to have access to the assets.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other's Response
BOB	Can you explain clause (e) and (f) of Agenda 8?	RP/RP Team: If the company has multiple businesses, then sale of any of those businesses is one of the options available under clause

		(f) and where the company has one business to sell then the option is available under clause (e). Liquidation provides an option to sell either the company or one or more businesses of the company as a going concern.
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The RP sought guidance from the CoC regarding the issue raised by SAM team on determining the approach to be taken when more and more landlords request to regain possession of their premises. To summarize the RPs current actions: previously, when the NCLT directed us to vacate, we complied by vacating the premises and storing the inventory, fixed assets, corporate data, and assets in warehouses, incurring the associated costs of dismantling, relocation, and warehousing. However, at present, the CD is facing financial constraints, and the RP has explained these challenges to the NCLT. Consequently, NCLT has allowed landlords to take on these tasks at their own expense, with the understanding that these costs will be considered as part of the CIRP costs. Some landlords have come forward, willing to bear these expenses for dismantling, shifting, and warehousing the assets, with the expectation of reimbursement as CIRP costs in future. The current issue is that the RP anticipates multiple such applications from landlords in the near future.

The questions that the RP currently faces in this matter are:

- 1) whether all of these applications should be accepted, or should some of them be contested?
- 2) If the CoC decides to sell the business as a going concern or proceed with liquidation, it becomes essential to determine which stores need to be retained to demonstrate the Company's status as a going concern. Are there any stores that need to be challenged in court to convey that the CoC has decided that, in the event of liquidation, an attempt to sell as a going concern should be made first?

SAM added that in certain cases at the NCLT, landlords are also requesting an immediate payment of the accumulated CIRP costs. Historically, we have communicated to them that these costs will accumulate as CIRP expenses, with the potential for disbursement during the resolution or planning phases.

However, they anticipate the possibility of a more forceful demand for the immediate payout of these CIRP costs in the upcoming NCLT hearings given outcome of voting on resolution plan. They acknowledged that it's not within their capacity to commit to immediate payment due to financial constraints. In this situation, what type of submission should be presented to the NCLT since there's a possibility that the NCLT may then ask the CoC to contribute if the Company lacks the liquidity to cover these expenses, especially given that inventory sales have now been withdrawn.

RP responded that during today's meeting, our primary objective is to expeditiously proceed with the liquidation process, in line with the direction given by the CoC. We aim for CoC to vote and make decisions on the resolutions that are necessary, so that we can promptly file the liquidation application and address related matters. Once the application is submitted, we would convene another meeting to seek guidance from the CoC on other matters. Together, we'll discuss and determine the best approach to maintain and mobilize funds to the maximum extent possible throughout this process until the matter reaches the liquidation stage.

RP then summarized the following:-

The initial matter to be addressed pertains to Regulation 39C, which requires the CoC to make a decision on whether they wish to assess the viability of liquidating the corporate entity as a going concern. Pursuant to that, kindly note that in the event the CoC approves sale as a going concern during liquidation, the CoC shall be required to identify and group the assets and liabilities, which according to the CoC's commercial considerations, ought to be sold as a going concern under clause (e) or clause (f) of regulation 32 of the Insolvency and Bankruptcy Board of India

(Liquidation Process) Regulations, 2016 (as per Regulation 39C of the CIRP Regulations).

SAM team responded that while deciding to retain some of the premises for the possibility of selling them as a going concern, it's essential to consider one key factor that the CoC should be aware that if a liquidation order is issued, it will result in an immediate lifting of the moratorium. This, in turn, will empower landlords to potentially enforce evictions, making it challenging to preserve these premises until the liquidation process is concluded. Such a scenario could complicate the sale of the company as a going concern.

Furthermore, continuing with these premises under these circumstances could also have adverse repercussions, including the accumulation of significant CIRP costs, particularly in terms of rental dues.

RP Team asked SAM team about the course of action to be taken in a scenario where once the moratorium is lifted, landlords will not only demand vacation, but they will also disclaim any responsibility for the inventory, fixtures, and fittings, which may incur further costs on immediate basis requiring funding. They may proceed to remove these items. Also, the recoverability of all these items also requires careful consideration, as there may be limitations in addressing these issues due to the absence of the moratorium during liquidation.

Agenda 9: To consider and fix the fee payable to the liquidator, as per Regulation 39D of the CIRP Regulations, if an order for liquidation is passed under Section 33 of the Code, for

(a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013

(b) the period, if any, used for sale under clauses (e) and (f) of Regulation 32 Liquidation Regulations and

(c) the balance period of liquidation.

RP sought SAM and S&P's guidance on this as to how this agenda can be put to vote unless the

CoC members are aware of the amount and whether can this be decided later.

S&P advised that this can be decided later.

Agenda 10: To consider and discuss the return of the Earnest Money Deposit submitted by resolution applicants at the time of submission of their resolution bids/resolution plans.

RP team informed the CoC about the return of Earnest Money Deposit (“EMD”) submitted by resolution applicants at the time of the submission of their resolution bids/ resolution plans, including Space Mantra Private Limited now that their resolution plan has not been approved.

Specific clarifications sought / comments made by attendees of the CoC meeting:

Meeting Attendee	Clarification/Comments	RP & RP team / Legal Advisor / Other’s Response
RP	Does this resolution need to be voted upon or is it just for record?	<p>RP Team: Since we are moving towards liquidation, it would be for record purposes</p> <p>SAM Team: Since the RFRP is silent about the treatment in the event no resolution plan is approved, the return should be acknowledged by the CoC</p>
S&P	Is this as per the RFRP?	<p>RP: The RFRP talks about a positive outcome and is silent about the liquidation scenario.</p> <p>S&P: Once the liquidation application is filed, the EMD should</p>

		<p>be returned</p> <p>RP: Noted and duly taken on record.</p>
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CoC took note of the above.

Agenda 11: To consider, discuss and approve in terms of Section 28 of the Code the payments to related parties of the Corporate Debtor towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code

The RP team further sought guidance from the CoC as to whether the costs of certain premises which had been leased by the Corporate Debtor from its related parties since prior to the insolvency commencement date (“ICD”) which have been accessible during the CIRP are to be treated as CIRP costs. The RP explained that the same will be placed for voting of CoC members.

The RP further informed CoC of the fund request sent by TNSI and mentioned that the RP intends to revert in line with previous communication sent to TNSI informing them of dismal fiscal situation of FRL on account of CIRP and lack of cash flows from operations and asked for any further inputs from CoC. No inputs were received from any CoC member.

Update on Legal Matters

The RP requested the CoC members to refer the agenda note circulated for the meeting for legal updates, emphasizing on the Section 66(2) application filed by the RP and highlighted that Mr. Kishore Biyani, in his response has made several allegations against various third parties including the lenders. The RP suggested that the CoC may consider intervening in the application to present their justifications or responses as they seem fit.

The RP team informed the CoC members that liquidation cost estimated in the deck will be updated for multiple scenarios to provide a range of potential cost to CoC basis inputs of CoC that the company will attempted to be sold as a going concern initially and the CoC will be presented with a range of estimates.

The RP and RP team sought views of CoC members if the current meeting needed to be adjourned to allow for better estimation of liquidation costs in the discussed scenarios and be reconvened in 1-2 days. After detailed deliberations the CoC concluded that since such analysis would only provide an estimate of range of liquidation cost in various scenarios and that since it was unlikely to have any bearing on the discussions/ decision undertaken by the CoC in this meeting, the updated estimates may be circulated along with the minutes of the CoC meeting for CoC's consideration and the meeting be concluded today itself.

Thereafter, with no further points to be discussed, the RP concluded the meeting with a vote of thanks to all members and participants.

Annexure 1

List of Members present at the CoC

Sr. No.	Name of the CoC Member	Total Voting Share	Present (Yes / No)
1	Bank of New York Mellon	20.78%	Yes
2	Bank of Baroda	9.24%	Yes
3	Union Bank of India	9.00%	Yes
4	Central Bank of India	8.38%	Yes
5	Bank of India	5.98%	Yes
6	Punjab National Bank	5.39%	Yes
7	Indian Bank	5.02%	Yes
8	State Bank of India	5.01%	Yes
9	Axis Trustee Services Limited	4.02%	Yes
10	Centbank Financial Services Ltd- Canara Bank	3.30%	Yes
11	UCO Bank	2.85%	Yes
12	IDBI Bank	2.59%	Yes
13	Axis Bank Limited	2.35%	Yes
14	Bajaj Finance Limited	2.01%	Yes
15	Indusind Bank	1.81%	Yes
16	Canara Bank	1.70%	Yes
17	Centbank Financial Services Ltd - Punjab National Bank	1.52%	Yes
18	Vistra ITCL (India) Limited	1.40%	Yes
19	Centbank Financial Services Ltd - Union Bank	1.13%	Yes
20	IDFC First Bank Limited	1.12%	No

21	Cooperative Rabobank U.A., Mumbai Branch	0.91%	No
22	JC Flowers Asset Reconstruction Private Limited	0.75%	Yes
23	The Jammu & Kashmir Bank	0.55%	Yes
24	Indian Overseas Bank	0.54%	Yes
25	HDFC Bank	0.49%	Yes
26	DBS India Bank Limited	0.48%	Yes
27	Qatar National Bank (QPSC)	0.30%	Yes
28	Barclays Bank PLC	0.29%	Yes
29	Kotak Mahindra Bank Limited	0.27%	Yes
30	RBL Bank Ltd	0.26%	Yes
31	Avendus Finance Private Limited	0.25%	No
32	Shinhan Bank	0.10%	Yes
33	APAC Financial Services Pvt Ltd	0.09%	No
34	National Bank of Oman	0.03%	No
35	Yes Bank Ltd	0.03%	No
36	Punjab & Sindh Bank	0.03%	Yes
37	CSB Bank Limited	0.02%	No
38	Bank of Maharashtra	0.01%	Yes
TOTAL		100.00%	97.56%

Members Present:

1. Bank of New York Mellon (“**BNYM**”) represented by
 - a. Mr. Ramit Chowla (Phoenix Legal)
 - b. Ms. Nishrin Hussain (Mayer Brown)

2. Bank of Baroda (“**BOB**”) represented by
 - a. Mr. Sushil Kumar Behera

3. Union Bank of India (“**UBI**”) represented by
 - a. Mr. Srinivas Mule

4. Central Bank of India (“**CBI**”) represented by
 - a. Mr. Puran Khurana
 - b. Mr. Dashrath Sadaye
 - c. Mr. Pradeep Kulkarni
 - d. Mr. Nagendra Panda

5. Bank of India (“**BOI**”) represented by
 - a. Mr. Neeraj Tiwari

6. Punjab National Bank (“**PNB**”) represented by
 - a. Mr. Rakshak Shah

7. Indian Bank (“**IB**”) represented by
 - a. Mr. Rajnikant
 - b. Ms. Kalpana Purohit

8. State Bank of India (“**SBI**”) represented by

- a. Mr. Sanjay Joshi
- b. Mr. Ranjeet Singh
- c. Mr. Arun Kumar Yadav
- d. Mr. Jitendra Shankar

9. Axis Trustee Services Limited (“**Axis Trustee**”) represented by

- a. Ms. Suchita Poojary
- b. Ms. Radhika Padmanabhan

10. Centbank Financial Services Ltd - Canara Bank (“**Centbank - CB**”) represented by

- a. Mr. Kanak Rao

11. UCO Bank (“**UCO**”) represented by

- a. Ms. Vidya K

12. IDBI Bank (“**IDBI**”) represented by

- a. Mr. Tarun Kumar Prasad
- b. Ms. Vaishali Pandit
- c. Mr. Saket Bhosale

13. Axis Bank Limited (“**Axis**”) represented by

- a. Mr. Kankan Chatterjee
- b. Mr. Rohan Jhaveri
- c. Mr. Vineet Varshney
- d. Mr. Vinay Agarwal

14. Bajaj Finance Limited (“**Bajaj Finance**”) represented by

- a. Mrs. Ankita Kulkarni
- b. Mr. Hari Dasan Evk

15. Indusind Bank (“**Indusind**”) represented by

- a. Mr. Sumit Bhutra
- b. Mr. Nikhil Mathur

16. Canara Bank (“**Canara**”) represented by

- a. Mr. Manoj Kumar Gupta
- b. Mr. Vijayan S
- c. Mr. Shakti Kumar Sharma

17. Centbank Financial Services Ltd – Punjab National Bank (“**Centbank - PNB**”) represented by

- a. Mr. Kanak Rao

18. Vistra ITCL (India) Limited ("**Vistra**") represented by

- a. Mr. Rutvij Naik (Azim Premji Trust)

19. Centbank Financial Services Ltd – Union Bank ("**Centbank - UB**") represented by

- a. Mr. Kanak Rao

20. JC Flowers Asset Reconstruction Private Limited ("**JCFARC**") represented by

- a. Ms. Priyal Panchamia

21. The Jammu And Kashmir Bank ("**J&K**") represented by

- a. Mr. Khurshid Bhat
- b. Mr. Rajesh Kumar Sharma

22. Indian Overseas Bank ("**IOB**")

- a. Mr. Sudhanshu Tripathi

23. HDFC Bank ("**HDFC**") represented by

- a. Mr. Manish Nyati

24. DBS India Bank Limited ("**DBS**") represented by

- a. Mr. Rajesh Gawde

25. Qatar National Bank (“**QNB**”) represented by

- a. Mr. Ashish Vernekar
- b. Mr. Hakimuddin Khazanchi
- c. Mr. Bhushan Shirodkar

26. Barclays Bank PLC (“**Barclays**”) represented by

- a. Mr. Vijaygopalan Shrinath

27. Kotak Mahindra Bank (“**Kotak**”) represented by

- a. Mr. Shaunak Gokhale
- b. Ms. Shivani Paste
- c. Mr. Nikhil Sakpal
- d. Mr. Kunj Trivedi

28. RBL Bank Limited (“**RBL**”) represented by

- a. Mr. Ratnesh Shukla

29. Shinhan Bank (“**Shinhan**”) represented by

- a. Mr. Onkar Mali
- b. Mr. Saumil Doshi

30. Punjab and Sindh Bank (“**PSB**”) represented by

a. Mr. Akshit Chaudhary

31. Bank of Maharashtra (“**BOM**”) represented by

a. Mr. Santosh Kajale

Appendix 1

List of Voting Matters for E-voting

Agenda 1: To approve and ratify in terms of Section 28 of the Code the payments to related parties of the Corporate Debtor (refer Annexure 2) towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code.

Agenda 2: To approve a best estimate of the (a) amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and (b) value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations) (refer Annexure 3).

To approve a plan providing for contribution for meeting the difference between the two values (arrived under Regulation 39B of the CIRP Regulations) in the event the estimated value of the liquid assets under Regulation 39B(2) of the CIRP Regulations is less than the estimated liquidation costs under Regulation 39B(1) by way of contribution from each of the members of the CoC in proportion to their voting share

Agenda 3: To approve exploring compromise or arrangement as referred to under sub - regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 (as per Regulation 39BA(1) and 39BA(2) of the CIRP Regulations)

Agenda 4: To approve that the liquidator may first explore the sale of the Corporate Debtor as a going concern under clause (e) of Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33 of the Code.

Agenda 5: To approve the fee payable to the liquidator, as per Regulation 39D of the CIRP Regulations, if an order for liquidation is passed under Section 33 of the Code, for

(a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013

(b) the period, if any, used for sale under clauses (e) and (f) of Regulation 32 Liquidation Regulations and

(c) the balance period of liquidation.

which shall be as per Regulation 4(2) of IBBI Liquidation Process Regulations 2016.

Annexure 2

Payments to related parties of the Corporate Debtor towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code.

FRL Stores

Sr No	Store Name	Format	Name of the related party/Landlord	Rental & CAM charges (till Oct'23) (in Crores)	Remarks
1	BB-AHMEDABAD-KANKARIA	Big Format	Future Market Networks Ltd.	3.60	
2	FBB-INDORE-ARPT SPUNK DSHA FF	Big Format	Travel News Services India Pvt Ltd	0.95	
3	BB-AHMEDABAD-ACROPOLIC MALL	Big Format	Ojas Mall Management Pvt. Ltd.	-	It is a retail operating agreement wherein FRL had to pay 3.5% of Monthly Net Sales to the landlord

FSC Warehouses

Sr No	Name	City	Status (FSC/Reliance)	FRL Area (in sq. ft.)	Avg Billing (per month)
1	FSCS-CDC-NAGPUR-OCLP UNIT III	Nagpur	FSC	156,163	7,183,498
2	FSCS CDC-NAGPUR-OCLP-GUMGAON	Nagpur	FSC	8,814	440,700
3	FSCS-CDC-AHMEDABAD-CHANGODAR	Ahmedabad	FSC	9,223	383,105
4	FSCS-CDC-NAGPUR-NIMJI	Nagpur	FSC	50,230	2,059,430
5	FSCS-CDC-CUTTACK-TANGI	Cuttack	FSC	5,300	212,300
6	FSCS-CDC-JAIPUR-DTA PHASE II	Jaipur	FSC	2,200	99,000
7	FSCS-CDC-NAGPUR-MIHAN SEZ-VARDHA ROAD	Nagpur	FSC	26,000	1,430,000

8	FSCS-CDC-BENGALURU-DASANPURA	BENGALURU	Reliance	33,675	1,439,375
9	FSCS-CHENNAI-VILLAGE AYILCHERRY-IFDC	CHENNAI	Reliance	18,345	811,113
10	FSCS-CDC-ERNAKULAM-ALUVA	ERNAKULAM	Reliance	3,750	161,250
11	FSCS-CDC-GHAZIABAD-HAPUR-JINDAL NAGAR	GHAZIABAD	Reliance	7,000	351,000
12	FSCS-CDC-GUWAHATI-BONGRA	GUWAHATI	Reliance	9,290	400,250
13	FSCS-CDC-HAPUR-DHAULANA	HAPUR	Reliance	15,254	610,160
14	FSCS-CDC-HYDERABAD-MEDCHAL MANDAL	HYDERABAD	Reliance	38,351	1,559,877
15	FSCS-CDC-KOLKATA-DHULAGORI-SANKRAIL	KOLKATA	Reliance	6,223	248,920
16	FSCS-CDC-LUCKNOW	LUCKNOW	Reliance	18,490	762,034
17	FSCS-CDC-NAGPUR-WADGAON HINGNA	NAGPUR	Reliance	60,000	2,340,000
18	FSCS-CDC-NAGPUR-WADGAON 2-HINGNA	NAGPUR	Reliance	20,000	800,000
19	FSCS-CDC-NAGPUR-CHINCHBHAWAN	NAGPUR	Reliance	46,007	1,426,217
20	FSCS-CDC-PATNA-DEEDARGANJ-GAURICHAK ROD	PATNA	Reliance	9,809	429,560
21	FSCDC-RANCHI-VILLAGE TETRI	RANCHI	Reliance	9,300	388,500

22	FSCS-CDC-VIJAYAWADA- ENIKEPADU VILLAGE	VIJAYAWADA	Reliance	2,500	127,500
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Annexure 3

Estimate of the (a) amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and (b) value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations)

Scenario I: Considering Sale of Corporate Debtor as a going concern, followed by Sale of Assets on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Estimated Process Cost (incl. valuation and legal advisory)	(A)	17.45
2	Liquidator fees & IPE support fees	(B)	[]
3	Estimated Business Cost [incl. rent (including for related party premises), personnel, & other fixed costs)	(C)	61.37
4	Total Cost	(D)=(A+B+C)	78.82
	Add: Contingencies @10% of D	(E)	7.88
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	86.70 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(24.19)

Scenario II: Considering Sale of Assets of Corporate Debtor on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Total Estimated Process Cost (incl. valuation and legal advisory)	(A)	16.76

2	Liquidator fees & IPE support fees	(B)	[]
3	Total Estimated Business Cost	(C)	54.69
4	Total Cost	(D)=(A+B+C)	71.45
	Add: Contingencies @10% of D	(E)	7.14
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	78.59 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(32.30)

Notes:

1. *This is excluding the fee payable to Liquidator and support fee to be paid to IPE supporting the Liquidator
2. It is possible that during liquidation when benefit of moratorium is not available and rent/ dues are not being paid regularly to landlords of accessible stores, some landlords may stop supporting and access to FRL assets may become difficult and value of liquid assets as estimated may reduce.
3. Business cost includes estimated cost towards Rent, CAM, electricity, etc. of accessible premises leased out from retaining related party premises as well
4. The cost estimate has been prepared assuming that a) high lease cost premises will be monetized / vacated first; b) asset liquidation and store/ warehouse vacation will require about 18 months
5. Liquid assets include cash balances and value of inventory verified at accessible stores and Reliance warehouses (where store inventory was moved by Reliance)
6. The outstanding CIRP cost as on October 31, 2023 is INR 117.81 Crs which is not included in the liquidation cost estimated above
7. The cost towards inaccessible stores is INR 7 Crs per month which is not considered in the above cost estimates
8. The cost of INR 4.41 Crs per month towards employees who were not required to work during CIRP have not been considered in the above cost estimates

Liquid Assets Position (Provisional and Unaudited):

Sr. No.	Particulars	As on October 31,
		2023 (Amount in INR Crore)
1	Cash and Bank Balance	1.83
2	Inventories	109.06
	Total liquid assets	110.89

Notes:

1. As on October 2023, cash balance of 0.48 crores is not considered as it pertains to non operational stores of which:
 - a) INR 0.30 crores pertains to Big Bazaar Patia, Bhubaneshwar which is pending to be collected due to legal dispute with the landlord
 - b) INR 0.18 crores pertains to stores where there are challenges in cash collection due to issues such as stores being in locked condition, landlords refusing to give access, incorrect number of the respective store managers, etc.
2. Liquidation value of Inventory as on May 2023 has been considered.
3. The total balance of INR 110.89 crore does not include the FD of INR 1.20 crore that pertains to EMD given by two Resolution Applicants.

ANNEX D

Voting Instruction Form – Twenty-Fourth COC held on September 30, 2023



BNY MELLON

VOTING INSTRUCTION FORM

Holders of beneficial interests in the Notes should read and complete this voting instruction form (the “Voting Instruction Form”) in conjunction with the Notice to Holders dated November 3, 2023 (the “Notice to Holders”) sent by The Bank of New York Mellon in its capacity as Trustee of the Notes.

All capitalized terms and expressions used but not defined in this Voting Instruction Form shall have the meanings assigned to such terms and expressions in the Notice to Holders.

FUTURE RETAIL LIMITED (the “Company”)

5.60% Senior Secured Notes due 2025 (the “Notes”)

144A CUSIP: **36118E AA0** | ISIN: **US36118EAA01** | Common Code: **209902575**
Reg S CUSIP: **Y267BJ GT5** | ISIN: **USY267BJGT59** | Common Code: **209902583**

This Voting Instruction Form is for use in connection with the twenty-fifth meeting of the committee of creditors of the Company held on Thursday, October 26, 2023 at 11:30 a.m. Indian standard time (the “**Twenty-Fifth Meeting**”) relating to the Notes.

This Voting Instruction Form should be completed and signed by a clearing system participant and a PDF copy should be e-mailed to The Bank of New York Mellon at: jeremy.hollingsworth@bnymellon.com with copy to: dageMEA@bnymellon.com no later than **5:00 p.m. (Hong Kong time) on Wednesday, November 8, 2023** to appoint the employee(s) of The Bank of New York Mellon (to be nominated by it) as a sub proxy vote.

The undersigned hereby certifies that:

1. Notes of aggregate principal amount specified below were held by us as a clearing system participant on November 3, 2023, being the Record Date for the purposes of the Twenty-Fifth Meeting;
2. we appoint the employee(s) of The Bank of New York Mellon of 240 Greenwich Street, New York, NY 10286, United States of America nominated by the Trustee as a sub-proxy; and
3. no other person has been appointed as a sub-proxy in respect of the above Notes and no voting instruction has been given in relation to such Notes and in respect of the Twenty-Fifth Meeting.

The total principal amount of Notes in respect of which the votes attributable to them should be cast by such sub-proxy FOR/AGAINST/ABSTAIN with respect to each of the agenda items for the Twenty-Fifth Meeting (the text of which is included in Schedule A hereto) are as follows:

Note: you must vote for each of the agenda items 1 to 5 listed below. Each agenda item is independent and your vote for each agenda item can be different.

Agenda item 1	
FOR	
AGAINST	
ABSTAIN	

Agenda item 2	
FOR	
AGAINST	
ABSTAIN	

Agenda item 3	
FOR	
AGAINST	
ABSTAIN	

Agenda item 4	
FOR	
AGAINST	
ABSTAIN	

Agenda item 5	
FOR	
AGAINST	
ABSTAIN	

Total principal amount of Notes:	US\$ _____
CUSIP	144A CUSIP: 36118E AA0 OR Reg S CUSIP: Y267BJ GT5

By: _____

Signed by a duly authorized officer on behalf of the clearing system participant

Name of clearing system participant:

Account number of clearing system participant:

Contact person:

Mailing address:

Telephone:

E-mail address:

Date:

SCHEDULE A

Agenda items – Twenty-Fifth COC held on October 26, 2023

Appendix 1

List of Voting Matters for E-voting

Agenda 1: To approve and ratify in terms of Section 28 of the Code the payments to related parties of the Corporate Debtor (refer Annexure 2) towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code.

Agenda 2: To approve a best estimate of the (a) amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and (b) value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations) (refer Annexure 3).

To approve a plan providing for contribution for meeting the difference between the two values (arrived under Regulation 39B of the CIRP Regulations) in the event the estimated value of the liquid assets under Regulation 39B(2) of the CIRP Regulations is less than the estimated liquidation costs under Regulation 39B(1) by way of contribution from each of the members of the CoC in proportion to their voting share

Agenda 3: To approve exploring compromise or arrangement as referred to under sub - regulation (1) of regulation 2B of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulation, 2016 (as per Regulation 39BA(1) and 39BA(2) of the CIRP Regulations)

Agenda 4: To approve that the liquidator may first explore the sale of the Corporate Debtor as a going concern under clause (e) of Regulation 32 of the Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016 or sale of the business of the Corporate Debtor as a going concern under clause (f) thereof, if an order for liquidation is passed under Section 33 of the Code.

Agenda 5: To approve the fee payable to the liquidator, as per Regulation 39D of the CIRP Regulations, if an order for liquidation is passed under Section 33 of the Code, for

(a) the period, if any, used for compromise or arrangement under section 230 of the Companies Act, 2013

(b) the period, if any, used for sale under clauses (e) and (f) of Regulation 32 Liquidation Regulations and

(c) the balance period of liquidation.

which shall be as per Regulation 4(2) of IBBI Liquidation Process Regulations 2016.

Annexure 2

Payments to related parties of the Corporate Debtor towards lease rentals, to be paid as insolvency resolution process costs as per provisions of the Code.

FRL Stores

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2	FBB-INDORE-ARPT SPUNK DSHA FF	Big Format	Travel News Services India Pvt Ltd	0.95	
3	BB-AHMEDABAD-ACROPOLIC MALL	Big Format	Ojas Mall Management Pvt. Ltd.	-	It is a retail operating agreement wherein FRL had to pay 3.5% of Monthly Net Sales to the landlord

FSC Warehouses

Sr No	Name	City	Status (FSC/Reliance)	FRL Area (in sq. ft.)	Avg Billing (per month)
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2	FSCS CDC-NAGPUR-OCLP-GUMGAON	Nagpur	FSC	8,814	440,700
3	FSCS-CDC-AHMEDABAD-CHANGODAR	Ahmedabad	FSC	9,223	383,105
4	FSCS-CDC-NAGPUR-NIMJI	Nagpur	FSC	50,230	2,059,430
5	FSCS-CDC-CUTTACK-TANGI	Cuttack	FSC	5,300	212,300
6	FSCS-CDC-JAIPUR-DTA PHASE II	Jaipur	FSC	2,200	99,000
7	FSCS-CDC-NAGPUR-MIHAN SEZ-VARDHA ROAD	Nagpur	FSC	26,000	1,430,000

8	FSCS-CDC-BENGALURU-DASANPURA	BENGALURU	Reliance	33,675	1,439,375
9	FSCS-CHENNAI-VILLAGE AYILCHERRY-IFDC	CHENNAI	Reliance	18,345	811,113
10	FSCS-CDC-ERNAKULAM-ALUVA	ERNAKULAM	Reliance	3,750	161,250
11	FSCS-CDC-GHAZIABAD-HAPUR-JINDAL NAGAR	GHAZIABAD	Reliance	7,000	351,000
12	FSCS-CDC-GUWAHATI-BONGRA	GUWAHATI	Reliance	9,290	400,250
13	FSCS-CDC-HAPUR-DHAULANA	HAPUR	Reliance	15,254	610,160
14	FSCS-CDC-HYDERABAD-MEDCHAL MANDAL	HYDERABAD	Reliance	38,351	1,559,877
15	FSCS-CDC-KOLKATA-DHULAGORI-SANKRAIL	KOLKATA	Reliance	6,223	248,920
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18	FSCS-CDC-NAGPUR-WADGAON 2-HINGNA	NAGPUR	Reliance	20,000	800,000
19	FSCS-CDC-NAGPUR-CHINCHBHAWAN	NAGPUR	Reliance	46,007	1,426,217
20	FSCS-CDC-PATNA-DEEDARGANJ-GAURICHAK ROD	PATNA	Reliance	9,809	429,560
21	FSCDC-RANCHI-VILLAGE TETRI	RANCHI	Reliance	9,300	388,500

22	FSCS-CDC-VIJAYAWADA- ENIKEPADU VILLAGE	VIJAYAWADA	Reliance	2,500	127,500
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Annexure 3

Estimate of the (a) amount required to meet liquidation costs in the event an order for liquidation is passed under Section 33 of the Code by the Adjudicating Authority, as per regulation 39B(1) of the CIRP Regulations; and (b) value of the liquid assets available to meet the liquidation costs (as per Regulation 39B(1) and 39B(2) of the CIRP Regulations)

Scenario I: Considering Sale of Corporate Debtor as a going concern, followed by Sale of Assets on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Estimated Process Cost (incl. valuation and legal advisory)	(A)	17.45
2	Liquidator fees & IPE support fees	(B)	[]
3	Estimated Business Cost [incl. rent (including for related party premises), personnel, & other fixed costs)	(C)	61.37
4	Total Cost	(D)=(A+B+C)	78.82
	Add: Contingencies @10% of D	(E)	7.88
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	86.70 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(24.19)

Scenario II: Considering Sale of Assets of Corporate Debtor on piecemeal basis

Sr. No	Particulars		Amount (in INR crore)
1	Total Estimated Process Cost (incl. valuation and legal advisory)	(A)	16.76

2	Liquidator fees & IPE support fees	(B)	[]
3	Total Estimated Business Cost	(C)	54.69
4	Total Cost	(D)=(A+B+C)	71.45
	Add: Contingencies @10% of D	(E)	7.14
5	Total Estimated Cost during Liquidation*	(F)=(D)+(E)	78.59 + []
	Less: Liquid Assets	(G)	110.89
6	Estimated Contribution required to meet Liquidation Cost	(H)=(F)-(G)	(32.30)

Notes:

1. *This is excluding the fee payable to Liquidator and support fee to be paid to IPE supporting the Liquidator
2. It is possible that during liquidation when benefit of moratorium is not available and rent/ dues are not being paid regularly to landlords of accessible stores, some landlords may stop supporting and access to FRL assets may become difficult and value of liquid assets as estimated may reduce.
3. Business cost includes estimated cost towards Rent, CAM, electricity, etc. of accessible premises leased out from retaining related party premises as well
4. The cost estimate has been prepared assuming that a) high lease cost premises will be monetized / vacated first; b) asset liquidation and store/ warehouse vacation will require about 18 months
5. Liquid assets include cash balances and value of inventory verified at accessible stores and Reliance warehouses (where store inventory was moved by Reliance)
6. The outstanding CIRP cost as on October 31, 2023 is INR 117.81 Crs which is not included in the liquidation cost estimated above
7. The cost towards inaccessible stores is INR 7 Crs per month which is not considered in the above cost estimates
8. The cost of INR 4.41 Crs per month towards employees who were not required to work during CIRP have not been considered in the above cost estimates

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Sr. No.	Particulars	As on October 31,
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Notes:

1. As on October 2023, cash balance of 0.48 crores is not considered as it pertains to non operational stores of which:
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 - b) INR 0.18 crores pertains to stores where there are challenges in cash collection due to issues such as stores being in locked condition, landlords refusing to give access, incorrect number of the respective store managers, etc.
2. Liquidation value of Inventory as on May 2023 has been considered.
3. The total balance of INR 110.89 crore does not include the FD of INR 1.20 crore that pertains to EMD given by two Resolution Applicants.
