

Summary of the proposed combination under sub-regulation 1B of regulation 13 of The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended)

(a) Name of the parties to the combination

The names of the parties to the proposed combination are:

- Beacon Trusteeship Limited (in its capacity as trustee of the FSRL CCPS TRUST) (**Trustee**)
- Future lifestyle fashions limited (**FLFL**)

(b) The type of the combination

FLFL will transfer a section of its apparel marketing business which is operated under the brand name 'Lee Cooper' (**Lee Cooper Business**) to its indirect wholly owned subsidiary Future Speciality Retail Limited (**FSRL**). FSRL is a wholly-owned subsidiary of Future Trendz Limited (**FTL**), which is a wholly-owned subsidiary of FLFL.

FSRL will issue Compulsorily Convertible Preference Shares (**CCPS**) aggregating INR 250 Crore to the Trust. FLFL and other parties have entered into an investment agreement with the Trust which allows the Trust to exit at an agreed price as per the terms of the investment agreement. The CCPS shall be converted into 26% equity of FSRL on fully diluted basis on or before [48] months from the date of subscription of the CCPS. Barclays Bank PLC, India Branch (**Barclays India**), Nomura Capital (India) Private Limited (**NCIPL**) and Adani Capital Private Ltd. (**ACPL**) (collectively, **Beneficiaries**) hold pass through certificates issued by the Trust.

Hence, the proposed combination is an acquisition in terms of the Competition Act, 2002.

(c) Area of activity of the parties to the combination

- I. Beacon: The settlor and trustee, Beacon, provides trusteeship services viz debenture/ bond trusteeship, security trusteeship, safe keeping,

securitization, management of special purpose vehicles, managing trusts and allied services. Following are its Beneficiaries:

- a. Barclays India - It is a branch office of Barclays Bank PLC and provides corporate & investment banking, wealth management and retail deposit products.
- b. ACPL - It was recently incorporated in India and registered as a Non-banking Finance Company. It is in the business of lending and making investments in the form of loans and subscription to / purchase of financial assets.
- c. NCIPL – NCIPL - was incorporated on 4 August 2009, and received its registration as a Non-banking Finance Company from the Reserve Bank of India on 28 April 2010. This registration permits it to undertake fund based activities, primarily lending and borrowing. It assists corporate clients in raising funds through the issuance of debentures, bonds, and/or commercial paper and may also act as an arranger for some of such issuances. It also invests and trades in rated debt securities such as corporate bonds, debentures, Certificate of Deposits and Commercial Paper.

- II. FLFL: FLFL is an integrated fashion company with presence across key segments within the fashion industry i.e. design to distribution. FLFL owns and manages a portfolio of fashion brands that covers the entire gamut of fashion categories including formal menswear, casual wear, active or sportswear, ethnic wear, denim wear, footwear and accessories for men and women that are present across various price points.

(d) The relevant market(s) to which the combination relates

The parties to the proposed combination believe that the proposed combination does not give rise to competition concerns regardless of any plausible or alternate product/ relevant market definition. However, for the assessment by the Hon'ble Commission (if required), the parties have identified the plausible relevant market to be the organized market for apparels and accessories in India.